EXHIBIT D

Name: ____________________

Copy Number: 216

GoldenEye™
INTERNATIONAL
Capitalizing Excellence

GoldenEye International, Inc.

$20,000,000

Series A Convertible Preferred Stock

Confidential Private Placement Memorandum

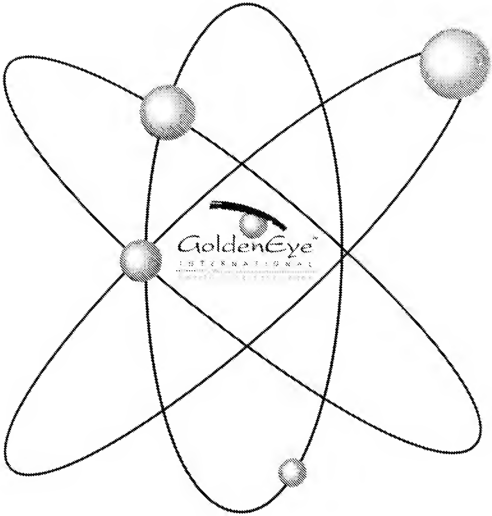
Private Placement Agent

Galileo Professional Services, LLC

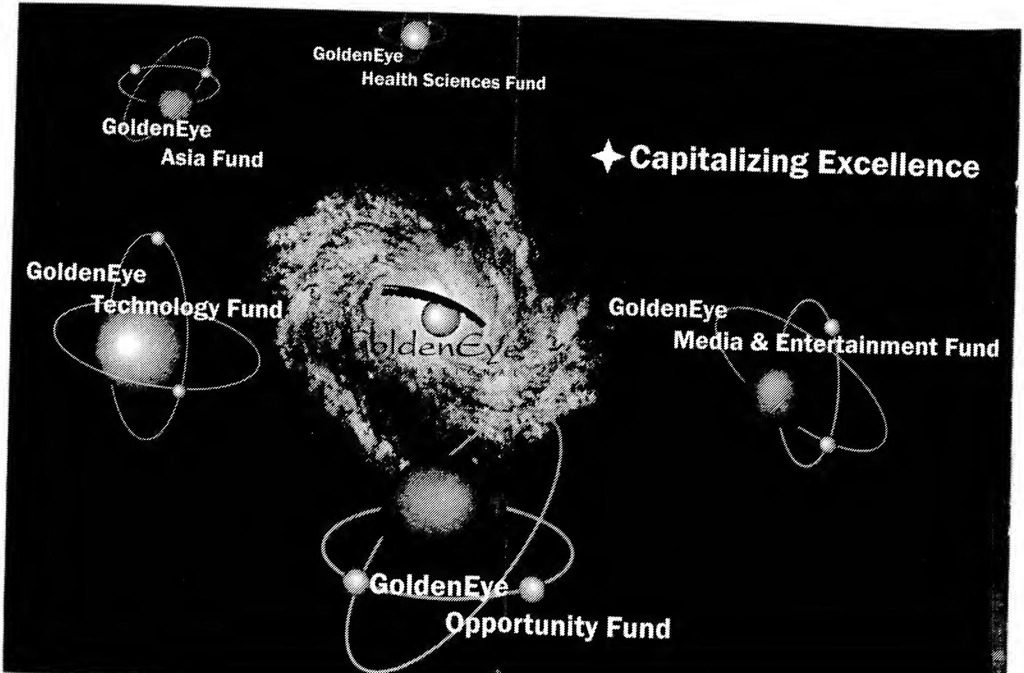
The date of this Confidential Private Placement Memorandum is October 6, 2000.

This Confidential Private Placement Memorandum (the "Memorandum") is highly confidential and has been prepared by GoldenEye International, Inc. ("GoldenEye" or "the Company") solely for use in connection with the private placement of securities described herein. This Memorandum is personal to the offeree to whom it has been delivered by the Company and does not constitute an offer to any other person or the public generally to subscribe for or otherwise acquire the securities. Distribution of this Memorandum to any person other than the offeree and those persons, if any, retained to advise such offeree with respect thereto is unauthorized, and any disclosure of any of its contents without the prior written consent of the Company is prohibited. Each offeree, by accepting delivery of this Memorandum, agrees to the foregoing confidentiality and non-disclosure restrictions and agrees to make no photocopies of this Memorandum or any documents referred to herein and, if the offeree does not purchase any securities or if the offering is terminated, to destroy this Memorandum or return it and all documents referred to herein promptly to the Company.

GoldenEye International re... the beginning of a new venture capital investing.



GoldenEye International plans to be the center of the activity swirl of an ever increasing multitude of orbiting venture capital funds differentiated by industry focus, geography, and stage of investment. The funds, in turn, are expected to be the centerpieces of their own economic systems of portfolio companies. GoldenEye International will provide the gravity and light for the entire deal making universe.


GoldenEye
Asia Fund
GoldenEye
Health Sciences Fund
Capitalizing Excellence
GoldenEye
Technology Fund
GoldenEye
Media & Entertainment Fund
GoldenEye
Opportunity Fund

The shares of Series A Convertible Preferred Stock ("the Securities") offered hereby have not been registered under the Securities Act of 1933, as amended, (the "Securities Act"), or the securities laws of any state, and are being offered and sold in reliance on an exception from the registration requirements of the Securities Act and such state securities laws. The Securities are subject to restrictions on transferability and resale and may not be transferred or resold except as permitted under the Securities Act, and applicable state securities laws, pursuant to registration or an exemption therefrom. There is no public market for the Securities offered hereby nor will such a market develop in the foreseeable future. Investors should be aware that they may be required to bear the financial risks of this investment for an indefinite period of time.

The Securities have not been recommended by any federal or state securities commission or regulatory authority, nor has any such commission or regulatory authority passed upon the accuracy or adequacy of this Memorandum. Any representation to the contrary is a criminal offense.

The Securities are being offered only to, and may only be purchased by, sophisticated investors who are able to bear the economic risk of their investment and who qualify as "accredited investors", as such term is defined in Rule 501 of Regulation D of the general rules and regulations under the Securities Act.

This Memorandum does not constitute an offer to sell, or a solicitation of an offer to buy, any of the Securities described herein by any person in any jurisdiction in which it is unlawful for such person to make such an offer or solicitation. Neither the delivery of this Memorandum nor any sale made hereunder shall under any circumstances imply that there has been no change in the affairs of the Company or that the information set forth herein is correct as of any date subsequent to the date hereof.

The Company expressly reserves the right, at its sole discretion, to reject any or all expressions of interest or subscriptions to invest in the Company and/or to terminate discussions with any individual or entity at any time with or without notice. Subscriptions may be rejected in whole or in part by the Company in its sole discretion and need not be accepted in the order received.

In this Memorandum, certain documents and other materials are described in summary form. The summaries do not purport to be complete nor, necessarily, accurate descriptions of the full agreements involved, nor do they purport to constitute a legal analysis of the provisions of the documents. Interested parties are expected to review independently all such documents, which are available upon request.

This Memorandum was prepared by the Company to facilitate the review by a limited number of potential investors of a possible investment in the Company as described herein. This Memorandum contains selected information pertaining to the Company and does not purport to be all-inclusive or to contain all of the information that prospective investors may desire or that would normally appear in a prospectus for an offering registered under the Securities Act. The material in this Memorandum is based in part upon information supplied by the Company and in part upon information obtained by the Company from sources it deems to be reliable. Market data used throughout this Memorandum were obtained from internal surveys and industry publications. Industry publications generally indicate that the information contained therein has been obtained from sources believed to be reliable, but that the accuracy and completeness of such information is not guaranteed. The Company has not independently verified such market data. Similarly, internal surveys, while believed to be reliable, have not been verified by any independent source.

In making an investment decision, investors must rely on their own examination of the Company and the terms of this offering including the merits and risks involved. The offering is being made on the basis of this Memorandum. Any decision to purchase Securities in the offering must be based on the information contained herein.

Each person receiving this Memorandum expressly acknowledges that (i) such person has been afforded a meaningful opportunity to request from the Company and to review, and has received, all additional information considered by such person to be necessary to verify the accuracy of, or to supplement, the information contained herein, (ii) such person has not relied on the Company or any person affiliated with the Company in connection with his or her investigation of the accuracy of such information or its investment decision, and (iii) except as provided pursuant to (i) above, no person has been authorized to give any information or to make any representation concerning the Company or the Securities other than as contained herein and, if given or made, any such other information or representation should not be relied upon as having been authorized by the Company.

See "Risk Factors" for a description of certain risk factors relating to an investment in the Securities offered hereby. Prospective investors are not to construe the contents of this Memorandum as investment, legal, or tax advice. Neither the Company nor any of its representatives is making any representation to any offeree or purchaser of the Securities offered hereby regarding the legality of an investment by such offeree or purchaser under applicable legal investment or similar laws. Each investor should consult with its own advisors as to legal, tax, business, financial, and related aspects of a purchase of the Securities.

Each prospective investor of the Securities must comply with all applicable laws and regulations in force in any jurisdiction in which it purchases, offers, or sells the Securities or possesses this Memorandum and must obtain any consent, approval, or permission required by it for the purchase, offer, or sale by it of the Securities under the laws and regulations in force in any jurisdiction to which it is subject or in which it makes such purchases, offers, or sales, and the Company shall not have any responsibility therefor.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

THIS MEMORANDUM INCLUDES CERTAIN STATEMENTS, FORECASTS, AND PROJECTIONS PROVIDED BY THE COMPANY AND OTHER SOURCES BELIEVED BY THE COMPANY TO BE RELIABLE. THE STATEMENTS INCLUDED IN THIS MEMORANDUM REGARDING FUTURE FINANCIAL PERFORMANCE AND RESULTS AND OTHER STATEMENTS THAT ARE NOT HISTORICAL FACTS ARE FORWARD LOOKING STATEMENTS. THE WORDS "AIMS", "BELIEVES", "INTENDS", "EXPECTS", "ANTICIPATES", "PROJECTS", "ESTIMATES", "PREDICTS", AND SIMILAR EXPRESSIONS ARE ALSO INTENDED TO IDENTIFY FORWARD LOOKING STATEMENTS. SUCH STATEMENTS, ESTIMATES, AND PROJECTIONS REFLECT VARIOUS ASSUMPTIONS BY THE COMPANY CONCERNING ANTICIPATED RESULTS AND ARE SUBJECT TO SIGNIFICANT BUSINESS, ECONOMIC, AND COMPETITIVE UNCERTAINTIES AND CONTINGENCIES, MANY OF WHICH ARE BEYOND THE CONTROL OF THE COMPANY, INCLUDING THOSE DISCUSSED UNDER "RISK FACTORS" AND ELSEWHERE IN THIS MEMORANDUM. ACCORDINGLY, THERE CAN BE NO ASSURANCE THAT SUCH STATEMENTS, ESTIMATES, AND PROJECTIONS WILL BE REALIZED. THE FORECASTS AND ACTUAL RESULTS WILL LIKELY VARY AND THOSE VARIATIONS MAY BE MATERIAL. THE COMPANY MAKES NO REPRESENTATION OR WARRANTY AS TO THE ACCURACY OR COMPLETENESS OF SUCH STATEMENTS, ESTIMATES, OR PROJECTIONS CONTAINED IN THIS MEMORANDUM OR THAT ANY FORECAST CONTAINED HEREIN WILL BE ACHIEVED. THE FINANCIAL PROJECTIONS PROVIDED IN THIS MEMORANDUM ARE PROVIDED TO ILLUSTRATE VARIOUS POSSIBLE SCENARIOS AND ARE NOT INTENDED TO REPRESENT ACTUAL OR EXPECTED RESULTS. SUCH PROJECTIONS ARE INHERENTLY UNCERTAIN AS THEY ARE BASED ON ASSUMPTIONS RELATING TO THE GENERAL ECONOMY, COMPETITION, AND OTHER FACTORS BEYOND THE CONTROL OF THE COMPANY AND THEREFORE ARE SUBJECT TO MATERIAL VARIATION.

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EXECUTIVE SUMMARY

The following information should be read in connection with the more detailed information appearing elsewhere in this Memorandum. This Memorandum may contain forward-looking statements that involve risks and uncertainties. The Company's actual results may differ significantly from the results discussed in these forward-looking statements. Factors that might cause such differences include, but are not limited to, those discussed under the captions "Risk Factors" and "Business" elsewhere herein.

Company Overview

As venture capital (VC) has figured prominently in today's economic growth, two issues are most apparent. First, the rewards of venture capital and the opportunities to participate in Initial Public Offerings (IPOs) have been limited to institutions and the high net worth clientele of brokerage firms. For the rest of the world, meaningful access has been denied. Second, the traditional VC partnership model limits venture capitalists' ability to efficiently manage today's billion dollar funds and to work effectively with a multitude of portfolio companies.

GoldenEye International, Inc. ("GoldenEye" or "The Company"), headquartered in New York City, is a venture capital company that aims to provide access for more investors to participate in the rewards of diversified VC investing. The Company is implementing a new scalable business model with the objective of being able to manage large amounts of capital more effectively and to better serve numerous portfolio companies.

GoldenEye plans to use directed share subscription programs (DSSPs) to enable its shareholders to purchase shares in portfolio company IPOs – at the IPO price. In a DSSP, the GoldenEye shareholders are invited to participate in the portfolio company IPO in proportion to their ownership interests in GoldenEye. Over time, GoldenEye will expand this IPO program by increasing the development of new funds under management. GoldenEye plans to go public as soon as practicable to allow more investors to participate in venture capital and offer a liquidity option.

GoldenEye is developing an enterprise-wide integrated solution that is designed to manage the capital levels and deal activity of today's market and beyond. Elements of this approach include: corporate branding of GoldenEye for improved access to capital and quality deal flow; scalable business systems for creating and supporting a network of funds; shareholder participation in IPOs; and active guidance and assistance for the corporate development of portfolio companies and funds.

In addition, GoldenEye has developed a proprietary business process called Integrated Venture Investing ("IVI") that links the interests of all GoldenEye constituents. IVI's financial incentives foster a symbiotic affiliation by aligning the interests of the GoldenEye stakeholders and allowing them to share in the risks and rewards of venture investing.

In short, GoldenEye's unique, enterprise-wide solution for venture capital investing broadens access to all levels of investors and provides a scalable platform for venture capitalists to more efficiently work with entrepreneurs and achieve superior returns for all stakeholders.

GoldenEye's network of funds is expected to provide revenue to GoldenEye in the form of management fees and carried interests and serve as a farm system for future DSSPs. GoldenEye's role at the center of the network of funds is to optimize the provision of services, increase deal flow, and build synergies.

Presently GoldenEye is making direct investments in technology-oriented, entrepreneurial-driven companies with an emphasis on the Internet, Telecommunications, and Enterprise Systems Software. See "Platform Investments." While most of GoldenEye's future investment activity will take place at the fund level, the Company will continue to make direct investments and acquisitions to boost its market value as well as to enhance enterprise performance.

On September 30, 2000, GoldenEye completed the sale of over $5.2 million of its Class B Common Stock in a "family and friends" offering.

GoldenEye intends to raise its first fund, the GoldenEye Opportunity Fund ("GEOF") after, or concurrent with, this offering.

TERMS AND CAPITAL STRUCTURE

Summary Terms of the Offering

The Company, through its Placement Agent, is offering up to $20 million of its Series A Convertible Preferred Stock (the "Securities") at a purchase price of $2 per share solely to "accredited investors" (as defined in Rule 501 of Regulation D under the Securities Act). However, the Company may, at its sole discretion, increase or decrease the total amount of the offering. In addition, the Company expressly reserves the right, at its sole discretion, to reject in whole or in part any or all expressions of interest or subscriptions to invest in the Company, to terminate discussions with any individual or entity at any time with or without notice and to accept subscriptions in any order, not necessarily in the order received. The minimum investment is $500,000 (250,000 shares) and amounts in excess thereof must be in increments of $250,000 (125,000 shares). All funds collected pursuant to this Offering will be held in escrow until an amount equal to or greater than $5 million has been reached, at which time the escrow agent will release the funds already paid and all future funds as they are received. All funds in escrow will be returned to the investors with interest if the $5 million has not been reached by January 15, 2001, unless such date is extended by the Company up to an additional ninety (90) days. Each prospective investor will be required to complete, execute, and deliver to the Placement Agent a Subscription Agreement, together with a check or wire transfer for the purchase price of the Securities. The Subscription Agreement (which is attached as EXHIBIT B in the back of this Memorandum), requires an investor to supply the address of his or her primary residence and social security or other tax identification number and answer certain questions to demonstrate that, among other matters, such investor is an accredited investor. See "Other Matters - Investment Procedure." The Company has two classes of Common Stock, Class A and Class B. The Class A Common Stock has ten votes per share while the Class B Common Stock has one vote per share. Except for voting rights, both classes of Common Stock are identical. Each share of the Securities sold in this Offering is convertible into one share of Class B Common Stock, subject to antidilution provisions. See "Description of Capital Stock."

Summary Description of the Series A Convertible Preferred Stock

The following summary description of the Series A Convertible Preferred Stock (the "Series A Preferred") does not purport to be complete. The rights of the holders of the Series A Preferred are set forth in the Amended and Restated Certificate of Incorporation and the Certificate of Designation for the Series A Preferred, copies of which are available from the Company upon request. The summary set forth below is qualified by reference to the Amended and Restated Certificate of Incorporation and the Certificate of Designation. See "Description of Capital Stock."

Investment:	Series A Convertible Preferred Stock, convertible into one share of GoldenEye Class B Common Stock ("Class B Stock"), subject to antidilution adjustment.
Number of Shares Offered:	10,000,000.
Purchase Price:	$2.00 per share.

Rights, Preferences, Privileges and Restrictions of Series A Preferred:

Dividends: The holders of the Series A Preferred shall be entitled to receive cash dividends in preference to the holders of any other class of preferred stock or common stock, at the annual rate of eight percent (8%) of the Liquidation Preference (as defined below), compounded annually. No dividends may be paid on any other class of preferred stock or common stock unless an equal or greater dividend is paid on the Series A Preferred. However, dividends on the Series A Preferred are not mandatory or cumulative, and are payable out of funds that are legally available therefor only if, as, and when declared by the Board of Directors, at its sole discretion. Any determination to pay cash dividends will be at the discretion of the Board of Directors and will be dependent upon the Company's financial condition, results of operations, capital requirements, and such other factors as the Board of Directors deems relevant.

Automatic Conversion: The Series A Preferred will be automatically converted into Class B Stock, at the then applicable Conversion Ratio (as defined below), in the event of (i) an underwritten public offering of shares of Class B Stock at a price per share that is not less than five times the Purchase Price per share, (ii) a merger in which the Company is not the surviving entity, (iii) a sale of substantially all the assets of the Company, or (iv) any transaction in which control of the Company is transferred.

Optional Conversion - Conversion Ratio: Each share of Series A Preferred is convertible, at the option of the holder (without any further payment by such holder), any time and from time to time, into such number of shares of Class B Stock as is determined by dividing the Liquidation Preference by the Conversion Price (the "Conversion Ratio"). The Conversion Price will initially equal the Purchase Price. The Conversion Price will be entitled to an anti-dilutive adjustment in the event of stock splits, stock dividends, and combinations, and as provided in the immediately succeeding paragraph.

Right of First Refusal for Newly Issued Securities: Holders of Series A Preferred and their respective affiliates shall have the right of first refusal to purchase their pro-rated share, based on the number of shares then outstanding, of new securities that the Company may from time to time propose to sell or issue.

Anti-dilution: If the Company issues, or is deemed to have issued (including through the issuance of options, warrants or the like), additional securities at a price less than the currently applicable Conversion Price, then the Conversion Price will be reduced, concurrently with such issue, to a price calculated on a weighted average formula thus increasing the Conversion Ratio at which the Series A Stock converts to Class B Stock.

Liquidation: In the event of any liquidation or winding up of the Company, assets available for distribution to shareholders shall be distributed as follows: (i) first, to

holders of Series A Preferred, in preference to the holders of any other class of preferred stock or common stock, an amount equal to the original issue price plus accrued but unpaid dividends (the "Liquidation Preference"); and (ii) second, subject to any preference of any other class of preferred stock, to the holders of the common stock.

Voting:

Holders of Series A Preferred are entitled to vote, together with the holders of any other class of preferred stock and common stock, as a single class on the following basis:

(i) Class B Stockholders shall have one vote per share;

(ii) Holders of Series A Preferred shall have the number of votes per share as is equal to the number of shares of Class B Stock into which each share of Series A Preferred is convertible, based on the Conversion Ratio, determined as of the record date for such vote, or if no record date has been set, at the time of the vote. With respect to all questions as to which, under law or the following paragraph, stockholders are entitled to vote by class, the Series A Preferred shall vote as a class separately.

So long as at least 20% of the shares of Series A Preferred originally issued shall be outstanding, the Company shall not, unless an affirmative vote of a majority of Series A Preferred has been obtained:

(i) amend the Certificate of Incorporation, Certificate of Designation, or By-Laws if such action would adversely affect the preferences and rights of the Series A Preferred but not of any other capital stock of the Company;

(ii) re-classify any common stock or establish any other class or classes of stock of equal or superior priority to that of the Series A Preferred;

(iii) create or authorize any additional shares of the Series A Preferred or issue shares of Series A Preferred to any investor;

(iv) except for certain existing agreements between the Company and certain stockholders, repurchase or redeem any capital stock of the Company; or

(v) engage in any action which would adversely affect the shareholders of the Series A Preferred but not of any other capital stock of the Company.

Registration Rights:

The Company and the holders of the Series A Preferred will enter into an Investors' Rights Agreement pursuant to which the shares of Class B Stock issuable on conversion of the Series A Preferred will be entitled to standard demand registration rights and piggyback registration rights. Standard demand registration rights are exercisable upon the earlier to occur of (i) one hundred and eighty (180) days after the effective date of a registration statement filed in connection with an initial public offering or (ii) three (3) years after the issue of the Series A Preferred. Such demand registration rights are also subject to certain other limitations, including that the anticipated gross receipts of the offering must exceed $10 million.

Right of First Refusal:	Founders, other officers, and other key employees of the Company ("Restricted Holders") will enter into a Co-Sale and Right of First Refusal Agreement with the Company and the holders of the Series A Preferred pursuant to which the Company will have a primary right of first refusal with respect to any shares proposed to be sold by such Restricted Holders. The Co-Sale and Right of First Refusal Agreement shall further provide that if the Company does not exercise its primary right of first refusal, then the holders of the Series A Preferred will have a secondary right of first refusal with respect to their respective pro rata share of any shares proposed to be sold by the Restricted Holders not otherwise purchased by the Company. Each of the Restricted Holders shall have a tertiary right of first refusal with respect to their respective pro rata share of any shares proposed to be sold by any of the other Restricted Holders, to the extent that the Company and/or holders of the Series A Preferred do not fully exercise their respective rights of first refusal.
Co-Sale Rights:	The Co-Sale and Right of First Refusal Agreement will also contain a right of co-sale providing the holders of the Series A Preferred with an opportunity to participate in a sale of shares by the Restricted Holders on a basis proportionate to the amount of the securities held by the seller and those held by the holders of the Series A Preferred.

Use of Proceeds

The Company anticipates that the net cash proceeds from the sale of the Securities will be $19 million after deducting the Placement Agent cash commissions and the other expenses payable by the Company in connection with the offering.

Funds collected will be held in escrow for the benefit of the investor, and will be returned promptly, with interest (i) if the Subscription Agreement is not accepted by the Company, (ii) if this Offering is terminated by its terms, (iii) if the Company does not receive subscriptions of an amount in the aggregate equal to or greater than $5,000,000 by January 15, 2001, unless such date is extended by the Company up to an additional ninety (90) days, or (iv) as otherwise provided in this Memorandum. The amount of interest paid on such funds held in escrow, shall be the interest earned on such amount at the rate paid by Chase Manhattan Private Bank on the escrow account. Upon receipt by the Company of subscriptions of an amount in the aggregate equal to or greater than $5,000,000, the escrow agent shall release the funds already paid, and all future funds as they are received, to GoldenEye.

The Company expects to use the net proceeds from the offering to exercise its options to make additional direct investments in existing portfolio companies, to make direct investments in newly identified portfolio companies, to recruit and hire qualified personnel including additional Management members, to organize and capitalize the investment advisor and general partner limited liability companies, to form the GEOF limited partnership and other funds, to make the general partner capital contribution to GEOF or other funds, to provide working capital, and to fund other general corporate purposes. Pending these uses, the Company expects to invest the net proceeds in U.S. government interest-bearing securities or similar low-risk financial instruments.

The amount and timing of the Company's actual expenditures for the purposes described above will depend upon a number of factors including its ability to organize GEOF or other funds, to locate suitable portfolio companies, and to negotiate and execute purchase agreements with them. In the case of

such purchase agreements, GoldenEye will try to negotiate the right for its shareholders to participate in the portfolio company's IPO as well as the right for GoldenEye, GEOF, or another GoldenEye fund to make follow-on investments. The Company continues to identify opportunities to commit capital to new businesses and later stage, more traditional pre-IPO companies.

Capitalization

The following table sets forth on an unaudited basis (i) the actual capitalization of the Company at September 30, 2000 and (ii) the as adjusted capitalization to reflect the projected increase in shareholders' equity of $18,000,000 from this Offering (after taking into account $1 million cash and $1 million of equity in syndication costs). This table should be read in conjunction with the financial statements and notes incorporated by reference herein and the "Historical Financial Results and Projections" included in this Memorandum.

CAPITALIZATION TABLE

	September 30, 2000	
	Actual	As Adjusted
Stockholders' Equity:		
Preferred Stock; $.001 par value, 100 million shares authorized, no shares yet issued or outstanding...	--	$ 10,000
Class A Common Stock; $.001 par value, 25 million authorized, 18.5 million shares issued and outstanding (actual and on an adjusted basis)...	$18,500	$18,500
Class B Common Stock; $.001 par value, 175 million authorized, 7,438,845 shares issued, 7,163,845 outstanding (actual); 7,938,845 shares issued, 7,663,845 outstanding (on an adjusted basis)	$7,439	$7,939
Additional Paid-in Capital:	$ 6,283,106	$ 26,272,606
Accumulated Deficit in the development stage.............	($1,551,593)	($3,551,593)
Less: Treasury Stock, at cost (Class B Common Stock, 275,000 shares)	($16,500)	($16,500)
Total Stockholders' Equity and Capitalization	$4,740,952	$ 22,740,952

Security Ownership

The following table sets forth information known to the Company regarding the beneficial ownership of its Stock as of the date of this Memorandum (on an actual basis) and after giving effect to the closing of the offering (on an adjusted basis) for (i) the Company's Executive Officers, (ii) the Company's Directors, (iii) the Company's Advisors, and (iv) the Company's Employees. The Company continues to recruit key personnel and invest in portfolio companies. As part of such discussions, the Company may issue additional shares of Class B Common Stock, options, or warrants for shares of Class B Common Stock.

Security Ownership (Fully-Diluted on an Actual Basis)

As of October 2, 2000

	CLASS A COMMON STOCK		CLASS B COMMON STOCK		OPTIONS (FOR CLASS B COMMON STOCK AND SERIES A WARRANTS)		
	Number of Shares	% of Class	Number of Shares	% of Class	Numer of Options	% of Class	Percent of All Class of Common Stock, Options, & Warrants[1] Owned
Harold P. Mintz	12,333,333	66.67%	*0*	0.00%		0.00%	35.10%
Michael J. Miracle	6,166,667	33.33%	*0*	*0.00%*		*0.00%*	17.55%
Other GoldenEye Directors		*0.00%*	315,000	4.23%	600,000	6.52%	2.60%
All Directors and Executive Officers as a Group	*18,500,000*	100.00%	*315,000*	4.23%	*600,000*	*6.52%*	*55.25%*
				0.00%			
GoldenEye Advisors	*0*	0.00%	*2,709,975*	36.43%	*1,050,000*	11.41%	10.70%
GoldenEye Employees	*0*	0.00%	*1,325,000*	17.81%	*4,100,000*	44.57%	15.44%
All Other Shareholders & Optionholders	*0*	0.00%	*3,088,870*	41.52%	*250,000*	*2.72%*	*9.50%*
Unallocated Option Pool[2]	*0*	*0.00%*	*0*	*0.00%*	*3,200,000*	*34.78%*	*9.11%*
TOTALS	**18,500,000**	**100.00%**	**7,438,845**	**100.00%**	**9,200,000**	**65.22%**	**100.00%**

[1]Note: GoldenEye has entered into agreements with Dr. Sang-Chul Han (an Advisor) and Mr. Scott Macomber (a Board Member and Advisor) that allows them to buy 150,000 and 100,000 shares, respectively, of GoldenEye Series A Convertible Preferred Stock at $2.00 within a time frame of 5 years. For purposes of this fully-diluted security ownership table, we have included these warrants in the "GoldenEye Advisors" row under the Options (For Class B Common Stock) heading.

[2]Note: As of the date of this Memorandum, GoldenEye has granted 5,750,000 Class B Common Stock options to Employees, Advisors, and Directors (listed above). For purposes of computing a fully-diluted security ownership table, GEI has reserved an additional 3,200,000 Class B Common Stock Options that may be used for future employee grants within the next year.

CLASS A COMMON STOCK:	18,500,000
CLASS B COMMON STOCK:	7,438,845
CLASS B COMMON STOCK OPTIONS AND SERIES A WARRANTS:	9,200,000
FULLY-DILUTED BASIS:	35,138,845

Security Ownership (Fully-Diluted on an Adjusted Basis)

As of October 2, 2000

	CLASS A, B COMMON STOCK		OPTIONS (FOR CLASS B COMMON STOCK)		SERIES A CONVERTIBLE PREFERRED STOCK		
	Number of Shares	% of Total Common Stock	Number of Options	% of Total Options	Numer of Shares	% of Preferred Stock	Percent of All Class of Common Stock, Preferred Stock, Options, & Warrants[1] Owned
Harold P Mintz	12,333,333	46.65%	0	0.00%	0	0.00%	27.02%
Michael J Miracle	6,166,667	23.32%		0.00%	0	0.00%	13.51%
Other GoldenEye Directors	315,000	1.19%	600,000	6.70%	0	0.00%	2.00%
All Directors and Executive Officers as a Group	*18,815,000*	*71.16%*	*600,000*	*6.70%*	*0*	*0.00%*	*42.54%*
GoldenEye Advisors	*2,709,975*	*10.25%*	*800,000*	*8.94%*	*250,000*	*2.44%*	*8.24%*
GoldenEye Employees	*1,325,000*	*5.01%*	*4,100,000*	*45.81%*	*0*	*0.00%*	*11.89%*
All Other Class B Shareholders[2] & Class B Optionholders	*3,588,870*	*13.57%*	*250,000*	*2.79%*	*0*	*0.00%*	*8.41%*
Unallocated Option Pool[3]	*0*	*0.00%*	*3,200,000*	*35.75%*	*0*	*0.00%*	*7.01%*
Series A Investors in this Offering	*-*	*0.00%*	*-*	*0.00%*	*10,000,000*	*97.56%*	*21.91%*
TOTALS	**26,438,845**	**100.00%**	**8,950,000**	**100.00%**	**10,250,000**	**100.00%**	**100.00%**

[1]Note: GoldenEye has entered into agreements with Dr. Sang-Chul Han (an Advisor) and Mr. Scott Macomber (a Board Member and Advisor) that allows them to buy 150,000 and 100,000 shares, respectively, of GoldenEye Series A Convertible Preferred Stock at $2.00 within a time frame of 5 years. For purposes of this fully-diluted security ownership table, we have included these warrants in the "GoldenEye Advisors" row under the Series A Convertible Preferred Stock heading.

[2]Note: As part of syndication costs, GoldenEye will issue Galileo Professional Services, the private placement agent, 500,000 shares of Class B Common Stock.

[3]Note: As of the date of this Memorandum, GoldenEye has granted 5,750,000 Class B Common Stock options to Employees, Advisors, and Directors (listed above). For purposes of computing a fully-diluted security ownership table, GEI has reserved an additional 3,200,000 Class B Common Stock Options that may be used for future employee grants within the next year.

CLASS A COMMON STOCK:	18,500,000
CLASS B COMMON STOCK:	7,938,845
CLASS B COMMON STOCK OPTIONS:	8,950,000
SERIES A CONVERTIBLE PREFERRED STOCK:	10,250,000
FULLY-DILUTED BASIS:	45,638,845

Description of Capital Stock

General

The authorized capital stock of the Company consists of: (i) 200 million shares of Common Stock, par value $.001 per share, of which 25 million shares are Class A Common Stock and 175 million shares are Class B Common Stock; and (ii) 100 million shares of Preferred Stock, par value $.001 per share. Upon completion of the Offering, there will be issued and outstanding (i) 18,500,000 shares of Class A Common Stock, (ii) 7,938,845 shares of Class B Common Stock, including options for 5,750,000 shares, and (iii) 10,000,000 shares of Series A Convertible Preferred Stock (the "Series A Preferred") offered hereby and warrants for 250,000 shares of Series A Preferred. See "Capitalization."

The following summary descriptions relating to the Common Stock and Preferred Stock do not purport to be complete. The rights of the holders of the Company's capital stock are set forth in the Amended and Restated Certificate of Incorporation and the Certificate of Designation for the Series A Preferred, copies of which are available from the Company upon request. The descriptions set forth below are qualified by reference to the Amended and Restated Certificate of Incorporation and the Certificate of Designation.

Common Stock

The preferences and relative rights of the Class A Common Stock and Class B Common Stock are substantially identical in all respects, except for voting rights. The Class A Common Stock and Class B Common Stock are voting securities, having the voting rights described below.

Voting Rights: Management believes that control of the operation of the Company by Harold P. Mintz and Michael J. Miracle is an essential element in the growth and success of the Company. For this reason, the Company's voting capital stock has been divided into two classes with different voting rights, which currently allows for the maintenance of control of the operations of the Company by the holders of the Class A Stock. Currently, Harold P. Mintz owns 66.67% of the Class A Common Stock and Michael J. Miracle owns 33.33% of the Class A Common Stock. Harold P. Mintz and Michael J. Miracle have entered into a Stockholders Agreement that provides for, among other things, the maintenance of such full-time controlling ownership of the Class A Common Stock. Holders of Class B Common Stock are entitled to one vote per share on all matters submitted to a vote of shareholders and holders of Class A Common Stock are entitled to ten votes per share. Both classes vote together as a single class on all matters except as required under the Delaware General Corporation Law as described below.

Examples of situations when the Delaware General Corporation Law would require the approval of a majority of the holders of each of the Class A Common Stock and Class B Common Stock voting separately as a class include elections with respect to any amendment to the Amended and Restated Certificate of Incorporation that would increase or decrease the aggregate number of authorized shares of any class, increase or decrease the par value of the shares of such class, or modify or change the powers, preferences, or special rights of the shares of such class so as to affect such class adversely.

For a discussion of the effects of the disproportionate voting rights of the Class A Common Stock and Class B Common Stock, see "Risk Factors - Voting Rights; Control by Management."

Dividends: Each share of Common Stock is entitled to receive dividends from funds legally available therefore if, as, and when declared by the Board of Directors of the Company. Class A

Common Stock and Class B Common Stock share equally, on a share-for-share basis, in any dividends declared by the Board of Directors.

To date, the Company has never declared or paid dividends on its common capital stock and does not anticipate paying any cash dividends in the foreseeable future. The Company currently intends to retain future earnings, if any, to fund the development and growth of its business. Any future determination to pay dividends will be at the discretion of the Board and will be dependent upon the Company's financial condition, operating results, capital requirements, applicable contractual restrictions, and other such factors as the Board may deem relevant.

Conversion: Each share of the Class A Common Stock is convertible at any time and from time to time at the option of the holder into one share of Class B Common Stock. However, the non-converting stockholder has the right of first refusal to purchase such Class A Common Stock before it is converted to Class B Common Stock. A Class A Common Stockholder can transfer his shares to certain permitted transferees (which include family members and other persons, with the approval of a majority of the Class A Common Stock). If the Class A Common Stock is transferred to any other person, or is transferred involuntarily (for instance pursuant to a divorce or bankruptcy court order), and the other Class A Common Stockholders or the Company cannot repurchase such shares, then such shares of Class A Common Stock will convert automatically into shares of Class B Common Stock, and thereby lose their special voting rights.

Board of Directors: The Amended and Restated Certificate of Incorporation provides that the Board of Directors is divided into three classes of directors serving staggered three-year terms. As a result, approximately one-third of the Company's Board of Directors will be elected each year. The classified board provisions will prevent a party who acquires control of a majority of the outstanding voting stock of the Company from obtaining control of the Board of Directors until the second annual shareholders meeting following the date the acquirer obtains the controlling interest.

The By-laws provide that the Board of Directors shall determine the number of directors but in no event shall there be less than one. The By-laws further provide that directors may be removed with or without cause by the affirmative vote of the holders of a majority of all outstanding voting stock entitled to vote.

Other: Shareholders of the Company have no preemptive or other rights to subscribe for additional shares. All holders of Common Stock, regardless of class, are entitled to share equally on a share-for-share basis in any assets available for distribution to shareholders on liquidation, dissolution, winding up, or merger or consolidation of the Company. No shares of the Common Stock are subject to redemption or a sinking fund. All outstanding shares are, and all shares offered by this Memorandum will be, when sold, validly issued, fully paid and nonassessable. The Company may not subdivide or combine shares of Common Stock without at the same time proportionally subdividing or combining shares of the other classes. All holders of Common Stock, regardless of class, are entitled to participate equally on a share-for-share basis in rights offerings or directed share subscription programs.

Preferred Stock

As of the date of this Memorandum, there are no shares of Preferred Stock outstanding. Pursuant to GoldenEye's Amended and Restated Certificate of Incorporation the Board of Directors can issue, without stockholder approval, Preferred Stock having rights senior to those of the Company's Common Stock. The Company's Board of Directors will be authorized, without further stockholder approval, to issue up to 100 million shares of Preferred Stock in one or more series and to fix the rights, preferences, privileges and restrictions thereof, including dividend rights, conversion rights, voting rights, terms of redemption and liquidation preferences, and the number of shares constituting any series and the designation of these series. The Company's Board of Directors has authorized the issuance of up to

15,000,000 shares of Series A Convertible Preferred Stock in this Offering and 250,000 shares for the exercise of warrants.

The preferences and relative rights of the Series A Convertible Preferred Stock are described below:

Dividends: The holders of the Series A Preferred, in preference to the holders of Common Stock, are entitled to receive, but only out of funds that are legally available therefor, cash dividends at the rate of eight percent (8%) of the original issue price per annum. After full payment of the preferential dividend right of each the Series A Preferred, any remaining dividends will be paid equally to the holders of Common Stock and the Series A Preferred (on an as converted to Common Stock basis). However, such dividends are not mandatory or cumulative, and are payable only if, as, and when declared by the Board of Directors, at its sole discretion. Any determination to pay cash dividends will be at the discretion of the Board of Directors and will be dependent upon the Company's financial condition, results of operations, capital requirements, and such other factors as the Board of Directors deems relevant.

Voting Rights: Each holder of Series A Preferred is entitled to the number of votes equal to the number of shares of Class B Common Stock into which such Series A Preferred is convertible and to vote with the Common Stock on all matters, except as otherwise provided by law and the Amended and Restated Certificate of Incorporation or the Certificate of Designation. As long as least 25% of the originally issued shares of Series A Preferred remain outstanding, certain actions may not be taken by the Company without a majority affirmative vote by the holders of Series A Preferred.

Liquidation Preference: In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the Company, the sale of all or substantially all of the Company's assets, or the merger, consolidation or sale of more than 50% of the voting power of the Company, the holders of Series A Preferred will be entitled to receive, in preference to the holders of any other series of Preferred Stock or Common Stock, cash in an amount equal to the original issue price per share plus any accrued and unpaid dividends thereon. If there are insufficient funds to pay the aggregate liquidation preference, the holders of the Series A Preferred will share the funds *pro rata*. Any remaining assets after payment in full of the aggregate liquidation preference payable with respect to all outstanding shares of Series A Preferred, subject to any preference of any other class of Preferred Stock, will be distributed among the holders of Common Stock.

Conversion: At the option of the holder, at any time, any shares of Series A Preferred may be converted into fully paid and non-assessable shares of Common Stock, initially on a one-for-one basis, subject to adjustment for certain changes in the Common Stock (such as stock splits, combinations, or reclassification) and for issuances of Common Stock (or securities which are convertible, exercisable, or redeemable for Common Stock) at a price per share less than the conversion price then in effect. All of the shares of Series A Preferred shall automatically be converted at the then effective conversion ratio into fully paid and non-assessable shares of Common Stock under certain circumstances, including the closing of a firmly underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offer and sale of Common Stock for the account of the Company in which the per share price is at least five times the initial purchase price per share, as adjusted.

Anti-dilution Rights: The Series A Preferred is entitled to certain anti-dilution protection provisions that provide for adjustments to the conversion ratio upon the occurrence of certain events, including, among others, subdivision or combination of the Common Stock, dividend or distribution of shares of Common Stock, reclassification of the Common Stock into a security other than the Common Stock, consolidation or merger of the Company with or into another corporation, or issuance of Common Stock or rights or warrants to purchase Common Stock at an effective price per share less than the conversion rate then in effect for the Series A Preferred.

Redemption: The Series A Preferred is not redeemable.

Restriction on Transfer of Securities

The Securities purchased in this offering will be subject to certain restrictions on transfer. The Securities have not been registered under the Securities Act and must be held indefinitely unless a transfer of the Securities is subsequently registered or an exemption from such registration is available. The Securities will bear a legend setting forth these restrictions on transfer and any legends required by applicable federal and state securities laws.

In general, under Rule 144 under the Securities Act as currently in effect, if a minimum of one year has passed since the date of acquisition of the securities from the issuer or an "affiliate" of the issuer, as that term is defined under the Securities Act, a person holding such securities beneficially is entitled to sell, within any three month period, a number of such shares that does not exceed the greater of (i) one percent (1%) of the then outstanding shares of such class of securities or (ii) the average reported trading volume in such securities during the four calendar weeks preceding such sale. Such sales are permitted only if (a) the issuer has been subject to the reporting requirements of the Securities Exchange of Act of 1934, as amended (the "Exchange Act"), for at least 90 days before the sale and has filed all reports required under the Exchange Act during the 12 months preceding such sale and (b) notice of the proposed sale is filed with the Securities and Exchange Commission. If a minimum of two years has elapsed since the date of acquisition of the securities from the issuer or an affiliate of the issuer, a person holding such securities beneficially, other than an affiliate of the issuer, is entitled to sell such securities under Rule 144(k) under the Securities Act without regard to the limitations described above.

RISK FACTORS

An investment in the Securities offered hereby involves a high degree of risk, and the Securities should not be purchased by persons who cannot afford the loss of their entire investment. Prospective investors should consider carefully the following risk factors, in addition to the other information presented in this Memorandum, in evaluating the Company and its business and before purchasing the Securities offered hereby. Except for the historical information in this Memorandum, the matters contained in this Memorandum include forward-looking statements that involve risks and uncertainties. The following factors, among others, could cause actual results to differ materially from those contained in forward-looking statements made in this Memorandum. If any of the following risks actually occur, the Company's business, results of operations, and financial condition would likely suffer. Additional risks and uncertainties not presently known to the Company or that it currently deems immaterial may also impair its business, results of operation, and financial condition.

Limited Operating History

The Company has a limited operating history and has been incubated by The Platinum Group, an affiliated mergers and acquisition boutique. After receiving initial capitalization from the family and friends round, members from The Platinum Group formed the nucleus of GoldenEye's management and staff. The Company expects to incur significant losses for the foreseeable future as it expands and develops its management and grows its business. To date, the Company has made four investments and is in the initial stage of forming its first fund. There can be no assurances that the Company can successfully raise funds, and if so raised, that the Company can successfully invest in portfolio companies. The magnitude and duration of the Company's losses will depend on a number of factors both within and outside the Company's control, including: the Company's ability to successfully market its brand name and raise the GEOF fund and other future funds; the Company's ability to attract and retain qualified management personnel on a timely basis; the ability to liquidate late-stage companies, and the related costs of such efforts; the response of the market and competitors to the Company; the ability of the Company to go public; the investing community's continued desire to participate in new venture capital models; and the Company's ability to invest the capital of the GEOF fund and that of other future funds in promising portfolio companies.

Substantial Future Capital Needs; Risks of Working Capital Deficiency

The Company's business will incur significant costs in the expansion phases. The Company anticipates funding its ongoing working capital needs, including the hiring of additional management members and other personnel, expanding its funds network, and enhancing its web-site and back office operations through the net proceeds to the Company from this Offering and subsequent offerings. However, in the event that the Company experiences revenue generation that is lower than planned, the Company may require additional working capital and there can be no assurance that such capital would be available to the Company on terms that are acceptable, if at all. If the portfolio companies are not successful or the financial markets become unfavorable, the portfolio companies may not be able to complete securities offerings and GoldenEye may not be able to realize gains or receive proceeds from the sale of securities.

Limited Transferability and Illiquidity of Securities

The Securities being sold pursuant to this Memorandum should be considered long-term, illiquid securities. The Securities will not be registered under the Securities Act of 1933, but are being offered in reliance upon an exemption from the registration requirements of the Act. Therefore, the Securities will constitute "restricted securities" and cannot be resold without registration under the Act or an exemption

therefrom. The Securities will also not be registered under any state securities laws that would permit their transfer. There is no public market for the Securities, nor is it anticipated that one will develop in the near future. As a result, investors may be unable to liquidate their investment.

Dependence on Key Personnel; Need to Attract and Retain Qualified Personnel

The extent of the Company's success will depend in large part on the continued services of its executive officers and key employees and advisors, including its founder, Chairman of the Board of Directors and Chief Executive Officer, Harold P. Mintz, and Michael J. Miracle, a Board Member and Advisor. The loss of the services of Mr. Mintz, Mr. Miracle, or one or more of the Company's other key management personnel or advisors would have a material adverse effect on the Company.

The Company's success will also depend upon its ability to hire, train, motivate, and retain a significant number of highly-skilled and experienced employees, particularly management, research analysts, and fund managers. The Company expects to experience intense competition for professional personnel with, among others, the venture capital and fund management community, investment banks, merger and acquisition advisory boutiques, and consulting firms. Many of these firms have substantially greater financial resources than the Company to attract and compensate qualified personnel. There can be no assurance that the Company will be successful in attracting a sufficient number of highly-skilled employees in the future, or that it will be successful in training, motivating, and retaining the employees it is able to hire, and any inability to do so would have a material adverse effect on the Company's business, financial condition, and results of operations.

Ability to Manage Growth

The Company's planned expansion is expected to place a significant strain on the Company's financial, operational, and managerial resources. To manage its expansion, the Company must continue to implement and improve its operations and financial systems and increase, train, and manage its personnel. There can be no assurance that the Company's systems, procedures, or controls currently in place will be adequate to support the Company's operations or that the Company will be able to implement additional systems successfully and in a timely manner if required. If the Company continues to grow, it will be required to expand its research staff, expand its sales and marketing force, recruit additional key management personnel, improve its operational and financial systems and train, motivate, and manage additional employees. There can be no assurance that the Company will be able to manage these changes successfully. Any inability of the Company to manage its growth successfully could have a material adverse effect on the Company's business, growth potential, financial condition, and results of operations.

GoldenEye and its funds may invest in portfolio companies that may grow rapidly. Rapid growth often places considerable operational, managerial, and financial strain on a company. To successfully manage rapid growth, GoldenEye's portfolio companies must, among other things, rapidly improve, upgrade, and expand their business infrastructures, hire, train, and retain key and other personnel, deliver services and products on a timely basis, maintain levels of service expected by clients and customers, and maintain adequate levels of liquidity. GoldenEye will be materially adversely affected if a sufficient number of its portfolio companies are unable to successfully manage their growth.

Significant Competition

The Company competes in the market for venture capital and early-stage fund management services. There are many competitors that operate in the same market segment. Many of the Company's competitors have substantially greater financial and other marketing resources than the Company. There can be no assurance that the Company's current or potential competitors will not develop services comparable to or superior to those developed by the Company or respond more quickly to new or emerging industry trends or changing customer requirements. In addition, any pricing pressures or fund-

raising inadequacies could have a material adverse effect on the Company's business, financial condition, and results of operations.

The Company considers CMGI, Inc., Internet Capital Group, and Safeguard Scientifics, Inc. ("Safeguard") to be its major competitors. Each of these companies has already developed expertise in operating and investing in one of the primary industries in which the Company intends to operate and invest. In addition, each of these companies has greater financial and other resources than the Company. Safeguard's business practices are most similar to those proposed by the Company.

GoldenEye's growth depends upon its ability to successfully acquire interests in emerging IT companies at attractive valuations. The Company faces substantial competition in acquiring these interests from, among others, venture capital firms and large corporate investors. In addition, GoldenEye may be unable to acquire interests in emerging companies for other reasons, including the inability to agree on terms, such as price and ownership percentages, incompatibility between the Company and management, and access to sufficient funding. The Company may also be unable to locate attractive portfolio companies that are willing to participate in the Company's directed share subscription programs. GoldenEye's growth may also be materially adversely affected if it cannot acquire interests in a sufficient number of attractive emerging companies.

Reliance on Funds and Portfolio Companies

GoldenEye's operating performance and the value of its assets will be dependent on its funds and portfolio companies. A significant portion of its assets will consist of its ownership interests in the funds and portfolio companies. As a result, the Company's performance will be substantially dependent upon the performance of its funds and its portfolio companies. If GoldenEye's funds and portfolio companies are not successful, GoldenEye's operating performance will be materially adversely affected and the value of its assets will decline.

Dependence on Future Market Conditions

The Company's ability to create stockholder value will be materially adversely affected if future market conditions become unfavorable for prolonged periods. GoldenEye's strategy involves creating value for its shareholders by helping its portfolio companies grow and assisting them in completing initial public offerings. If the public markets in general, or the market for Internet-related and technology companies in particular, were to weaken for a prolonged period of time, the ability of the Company's portfolio companies to successfully complete IPOs would be materially adversely affected. Because GoldenEye anticipates retaining a significant ownership position after a portfolio company conducts its initial public offering, the Company's ability to increase its stockholder value through the initial public offering process would also be adversely affected. The market for securities of Internet-related companies has been more volatile than the market in general.

Security of Internet Businesses

Concerns regarding security of transactions and transmitting confidential information over the Internet, and security problems that may be experienced by portfolio companies, may have an adverse impact on GoldenEye's business. The Company believes that concern regarding the security of confidential information transmitted over the Internet prevents many potential customers from engaging in online transactions. GoldenEye may acquire portfolio companies that depend on such transactions and if such companies do not maintain sufficient security features, their products may not gain market acceptance or there may be additional legal exposure to them.

Despite the measures that may have been taken, the infrastructure of any Internet-related portfolio company is potentially vulnerable to physical or electronic break-ins, viruses, and similar problems. If a person circumvents the security measures imposed by any portfolio company, he or she could

misappropriate proprietary information or cause interruption in operation of the portfolio company. Security breaches that result in access to confidential information could damage the reputation of a portfolio company and expose the portfolio company affected to a risk of loss or liability. Some portfolio companies may be required to make significant investments and efforts to protect against or remedy security breaches. Additionally, as e-commerce becomes more widespread, customers of portfolio companies will become more concerned about security. If portfolio companies are unable to adequately address these concerns, they may be unsuccessful.

Rapid Technological Change

The markets in which GoldenEye's anticipated portfolio companies operate are characterized by rapid technological change, frequent new product and service introductions, and evolving industry standards. Significant technological changes could render their existing technologies, products, and services obsolete. The e-commerce market's growth and intense competition exacerbate these conditions. If GoldenEye's portfolio companies are unable to successfully respond to these developments or do not respond in a cost-effective way, the Company's business, financial condition, and operating results will be adversely affected. To be successful, portfolio companies must adapt to their rapidly changing markets by continually improving the responsiveness, quality, and features of their products and services and by developing new features to meet the needs of their customers. The Company's success will depend, in part, on its portfolio companies' abilities to license leading technologies useful in their businesses, enhance their existing products and services, and develop new offerings and technologies that address the needs of their customers. The portfolio companies will also need to respond to technological advances and emerging industry standards in a cost-effective and timely manner.

Regulation of the Internet

Government regulations and legal uncertainties may place financial burdens on the Company's business and the businesses of its portfolio companies. As of the date of this Memorandum, there were few laws or regulations directed specifically at e-commerce. However, because of the Internet's popularity and increasing use, new laws and regulations may be adopted. These laws and regulations may address issues such as the collection of and use of data from web-site visitors and related privacy issues, pricing, content, copyrights, online gambling, distribution, and the quality of goods and services. The enactment of any additional laws or regulations may impede the growth of the Internet and e-commerce, which could reduce sales and increase costs of the portfolio companies. Laws and regulations directly applicable to e-commerce or Internet communications are becoming more prevalent. Although these laws may not have direct adverse effects on the Company's business or those of its portfolio companies, they add to the legal and regulatory burden faced by e-commerce companies.

Voting Rights; Control by Management

The Company's voting stock has been divided into two classes with different voting rights, which currently allows for the maintenance of control of the operations of the Company by the holders of the Class A Common Stock. Holders of Class B Common Stock will be entitled to one vote per share on all matters submitted to a vote of shareholders and holders of Class A Common Stock will be entitled to ten votes per share. Both classes will vote together as a single class on all matters except as required under the Delaware General Corporation Law. See "Description of Capital Stock." Immediately following the Offering, (i) the holders of the Class A Common Stock will have approximately 91.17% of the combined voting power of the outstanding Common Stock and thus, except with respect to matters for which class voting is required, will have the power to control all matters requiring stockholder approval, and (ii) all the current Class B Common Stock shareholders of the Company will have approximately 3.90% of the combined voting power of the Company's outstanding Common Stock, and (iii) Series A Convertible

Preferred Stock shareholders will have approximately 4.93% of the combined voting power of the Company's outstanding stock.

Conflicts of Interest

The funds may have investment objectives or may implement investment strategies similar to those of the Company, in which case the funds may become competing investors with the Company. In addition, the Company may give advice or take action with respect to the funds that differs from the advice given or action taken by the Company with respect to its own investments. To the extent a particular investment is suitable for both the Company and the funds, such investments will be allocated between the Company and the funds in some manner which Management, at its sole discretion, determines is fair and equitable under the circumstances to all funds and the Company. From the standpoint of the Company, simultaneous identical portfolio transactions for the Company and the funds may tend to decrease the prices received, and increase the prices required to be paid, by the Company for its portfolio sales and purchases. Where less than the maximum desired number of shares of a particular security to be purchased is available at a favorable price, the shares purchased will be allocated among the Company and the funds in an equitable manner as determined by Management, at its sole discretion. If Management determines in any particular instance to aggregate a purchase, sale, or other transaction on behalf of the Company with a like transaction of one or more of the funds, Management may allocate to the Company such portion of such transaction (and an equivalent portion of the expenses related thereto) as Management may, at its sole discretion, determine.

In addition, purchase and sale transactions may be made between the Company and the funds for cash consideration at the current market price of the particular securities (which may be a price determined by Management, at its sole discretion).

As a result of the foregoing, the Company (and its Management or affiliates) may have conflicts of interest in allocating their time and activity between the Company and the funds, in allocating investments among the Company and the funds, and in effecting transactions for the Company and the funds, including ones in which the Company and its Management may have a greater financial interest.

Investment Company Act of 1940

As the number of GoldenEye shareholders grows, the Company may be required to take significant actions that are contrary to its business objectives to avoid being required to register as an investment company under the Investment Company Act of 1940, as amended (the "Investment Company Act"). As an operating company, GoldenEye believes that it will not be considered to be an investment company as that term is defined under the Investment Company Act. Generally, an investment company must comply with significant restrictions on operations and transactions with affiliates. If exemptions from registration are no longer available, GoldenEye might need to take certain actions to avoid the requirement to register as an investment company. For example, the Company might be compelled to acquire additional income or loss generating assets that it might not otherwise have acquired, be forced to forego opportunities to acquire interests in companies that would be important to its strategy, or be forced to forego the sale of interests it would otherwise want to sell. In addition, GoldenEye might need to sell some assets that are considered to be investment securities, including interests in portfolio companies. It is not feasible for GoldenEye to register as an investment company because the Investment Company Act regulations are inconsistent with GoldenEye's strategy of acquiring, operating, and managing its portfolio companies.

BUSINESS

This Memorandum contains forward-looking statements that involve risks and uncertainties. The Company's actual results may differ significantly from the results discussed in any forward-looking statements. Factors that may cause such a difference include, but are not limited to, those discussed in "Risk Factors."

Background of the Company

In 1990, GoldenEye's Chief Executive Officer, Harold P. ("Hal") Mintz founded The Platinum Group ("Platinum"), a merger and acquisition advisory firm. By emphasizing the importance of a flow of prequalified opportunities for each client, Mintz developed a high-end service to help sophisticated financial buyers in both venture capital and buyout funds consummate deals. Platinum implemented proactive "finder" programs for a number of firms including Bain Capital, Welsh Carson Anderson & Stowe, Kidd Kamm Partners, Florida Capital Partners, J.B. Poindexter, Capital Partners, and The Shansby Group.

In August of 1993, Safeguard Scientifics, a publicly traded venture capital firm, retained Platinum to find a target for a newly created vehicle called a Specific Purpose Acquisition Company ("SPAC"). Platinum's implementation of a proactive corporate development program for Safeguard led to a full-time engagement.

From September 1993, until April 1996, Platinum exclusively served Safeguard as its outside corporate development arm. Platinum implemented proactive corporate development programs for Safeguard, its venture funds, and a variety of its portfolio companies including Cambridge Technology Partners, Sky Alland Marketing (now iSky), Coherent Communications (acquired by Tellabs), CompuCom Systems, and Tangram Enterprise Solutions. Also during this period, Platinum was responsible for Safeguard's acquisition of USDATA, which Safeguard then took public via a rights offering. At the time, USDATA was Safeguard's most successful rights offering. Safeguard's stock appreciated from $19 to over $280 a share, split adjusted, with Platinum's assistance and, in 1995, Safeguard was recognized as one of the New York Stock Exchange's top performers.

Platinum evolved into a 13-person, high-end merger and acquisition firm serving the Information Technology industry and became the platform for launching GoldenEye. The GoldenEye business model was based upon Mintz's many years of servicing the leveraged buyout industry as well as his intimate connection with Safeguard. Platinum's breadth of knowledge in Information Technology, expertise in proactive corporate development, contact base, and brisk deal flow have been immediate assets for GoldenEye. Further, seven former members of The Platinum Group now form the nucleus of GoldenEye.

In February 2000, Mintz was joined by Michael J. Miracle as co-owner of GoldenEye. Miracle directs the mergers and acquisitions function for VERITAS Software and runs the $100 million VERITAS Ventures fund. Over the course of several years, Platinum presented a variety of acquisition opportunities to VERITAS. Mintz and Miracle provided an initial equity investment of $800,000. See "Management, Directors, and Advisors."

From February 24, 2000 through September 1, 2000, Platinum continued to incubate GoldenEye. Most of GoldenEye's working capital expenses, including payroll, were borne by Platinum during this period so that the Company could utilize more of its initial funding for making direct investments. See "Platform Investments." Platinum received GoldenEye Class B Common stock as recompense.

The GoldenEye Concept - A Venture Capital Enterprise

GoldenEye will invest in companies directly and employ a unique hub and spoke structure to manage a network of funds and portfolio companies. GoldenEye's goal is to design, implement, and manage a highly scalable and prolific integrated venture capital enterprise that is diversified by industry, stage of investment, and geography and extends to multiple markets and geographies. The Company's many conceptual underpinnings include:

Direct Venture Investing: GoldenEye is making direct investments in technology-oriented, entrepreneurial-driven companies with an emphasis on the Internet, Telecommunications, and Enterprise Systems Software. Several Platform Investments in fiber optics, Internet infrastructure, and Internet services and solutions have already been completed. See "Platform Investments." GoldenEye is securing from these Platform Investments the rights to make follow-on investments at the same pre-money valuation and to participate in DSSPs. Once GEOF and other funds are formed, most of GoldenEye's future investment activity will take place at the fund level. However, the Company will continue to make direct investments and acquisitions to boost its market value as well as to build synergies across its network of funds and portfolio companies.

Network of GoldenEye Funds: GoldenEye intends to become a diversified network of venture capital funds. The Company will offer the funds complete organizational and operational services and systems including umbrella marketing, fundraising, back-office support, corporate development, strategic consulting, and other value-added services. In turn, the funds are expected to provide revenue to GoldenEye in the form of management fees and carried interests and serve as a farm system for future DSSPs. GoldenEye's role at the center of the network of funds is designed to optimize the provision of services and to build organizational synergies. See "Fund Management Structure."

Access to IPOs: Directed Share Subscription Program rights negotiated with portfolio companies enable GoldenEye shareholders to participate directly in the IPOs of GoldenEye's portfolio companies in proportion to their ownership interests in GoldenEye. Over time, GoldenEye intends to expand continuously the breadth and scope of its IPO distribution system by increasing the number and size of funds under management and its stockholder base. See "IPO Distribution System - The GoldenEye Subscription Program."

Publicly Traded Venture Capital Enterprise: From an operating and marketing standpoint, the increased exposure from being public can present significant competitive advantages for GoldenEye. Accordingly, GoldenEye will go public as soon as practicable in order to:

- build its brand name to increase its profile, exposure, and appeal to potential portfolio companies and the general marketplace
- broaden its stockholder base to facilitate the absorption of GoldenEye's share of IPOs during DSSPs
- provide shareholders with a liquidity option to create flexibility for unique investment horizons
- eliminate the large investment outlay associated with traditional venture capital limited partnerships or LLCs to foster greater investor participation
- increase access to capital to fuel the Company's growth
- have marketable stock options to attract and retain the most qualified talent
- establish a currency to make targeted acquisitions to achieve synergies across the economic network

Integrated Venture Investing (IVI): IVI is a system-wide business process that interconnects the interests of all GoldenEye constituents (including its funds and portfolio companies), enabling them to collectively and separately share in the risks and rewards of venture investing. IVI's financial incentives

and other business flows link the respective parties and align their interests. The result is a symbiotic affiliation of GoldenEye and its shareholders, portfolio companies, funds, fund managers, funds' portfolio companies, and funds' limited partners to encourage superior wealth creation.

Branding: GoldenEye intends to use its brand name as a competitive differentiator in the fragmented venture capital market. While branding in the mutual fund industry, for example, is relatively high, the venture capital industry does not enjoy or benefit from the same broad-based name recognition. The value-added from branding will allow GoldenEye and its funds to compete more effectively for capital, employees, investment opportunities, etc.

Corporate Development: GoldenEye's staff consists of experienced former members of The Platinum Group, a high-end mergers and acquisitions advisory firm. This "built-in" corporate development expertise is a valuable asset, which the Company is already leveraging with its Platform Investments. GoldenEye's corporate development services include strategic planning, assistance in preparing for future rounds of public or private financing, counsel regarding general business operations, introductions to strategic business partners, venture firms, investment banks, and other potential sources of capital, and merger and acquisition guidance.

Professional Service Network: GoldenEye is building a network of professional service firms to support GoldenEye, the funds, and the portfolio companies with their growth and expansion goals. Today, the Company's network includes leading venture capital and Information Technology law firm Winthrop, Stimson, Putnam & Roberts (soon to be merged with Pillsbury, Madison & Sutro), Big-Five accounting firm Ernst & Young, public relations leader The Rowland Group (a division of Saatchi & Saatchi), Rowland's financial communications sister firm Lippert Heilshorn; entrepreneurial marketing firm Satellite Marketing, mergers and acquisition advisory firm The Platinum Group, and technology services firm u1.net. The Company continues to negotiate with other complementary firms to expand this network.

Advisory Board: GoldenEye's Advisory Board includes senior, experienced executives and professionals from information technology, law, and investment banking as well as successful serial entrepreneurs. More, specifically, Advisory Board members' backgrounds from IBM, Microsoft, Veritas, Seagate, Gartner Group, i2, and other companies enhance GoldenEye's access to valuable business contacts, industry expertise, deal flow, and strategic partners. All of the Advisors own stock and/or options in GoldenEye. See "Management, Directors and Advisors." To date, a variety of Advisors have become actively involved with GoldenEye's portfolio companies facilitating introductions and offering strategic guidance. Advisors also play roles in evaluating investment opportunities and will likely serve as advisors to future funds.

Diversification Beyond Internet and IT: The Internet continues to alter industries and competitive landscapes, and GoldenEye intends to pursue actively promising Internet and IT investments. However, management believes that significant opportunities exist in medicine, telecommunications, financial services, entertainment, consumer products, and other sectors. Over time, GoldenEye, through its funds, plans to participate in all of these areas.

International Diversification: While the United States has, in most respects, led the current technology explosion, the rest of the world offers extremely attractive and often overlooked investment opportunities. Innovations and breakthroughs are occurring in Europe, Asia, Latin America, and Israel. In addition, countries like Russia and India are flush with technical talent. GoldenEye plans to expand its presence internationally, through the establishment of geographically-focused funds.

Capitalize on NY Metro Talent Pool: The New York metropolitan area is a cornucopia of talent. Historically, the workforce gravitated toward investment banking, consulting, law, accounting, public relations, advertising, and real estate. However, New York is experiencing a talent redeployment as individuals are catching entrepreneurial fever and leaving large firms to start their own. GoldenEye is well situated to access this talent pool and to utilize the area's high caliber professional service firms.

Empower the Entrepreneur: GoldenEye does not subscribe to the incubator or hatchery model, in which entrepreneurs are typically sped through a standardized, expedited maturation program in order to move them quickly to an IPO. In this process, entrepreneurs frequently part with control and decision-making autonomy and do not properly develop their businesses. GoldenEye believes this approach is antithetical to the concept of entrepreneurship and increases the likelihood that young companies are prematurely taken public. While the Company expects to offer a full range of support services, it will seek to invest in proven entrepreneurs with longer-term visions and encourage them to maintain control of their businesses. GoldenEye believes strongly that the entrepreneur should be treated as both the Company's client and partner.

IPO Distribution System - The GoldenEye Subscription Program

The past few years have demonstrated how financially rewarding participation in initial public offerings can be. As a result, demand for IPOs has risen. However, IPOs are not readily available to the general public. Instead, they remain restricted to institutions, "friends and family" programs, and high net worth clients of brokerage firms. Investors without an inside connection to the underwriter or the company going public are often forced to watch the stock price rise dramatically from the IPO pricing before any is available to the broader market. While many new approaches to the distribution of IPOs, such as online Dutch auction sites, have emerged, their ability to truly democratize the process has not been achieved. GoldenEye plans to offer IPO access by enabling its stockholders to participate in IPOs in proportion to their ownership interests in GoldenEye.

The cornerstone of the GoldenEye model is the use of directed share subscription programs to permit its stockholders to invest in portfolio company IPOs at the initial offer price. Shareholders with a minimum number of shares on a given record date are offered the opportunity to subscribe to a portion of the IPO after the portfolio company has filed a registration statement and delivered a preliminary prospectus. Participation in DSSP opportunities is a special right but not an obligation extended to the GoldenEye shareholders. GoldenEye shareholders have the flexibility to elect to participate or not on an ad hoc basis in the DSSPs.

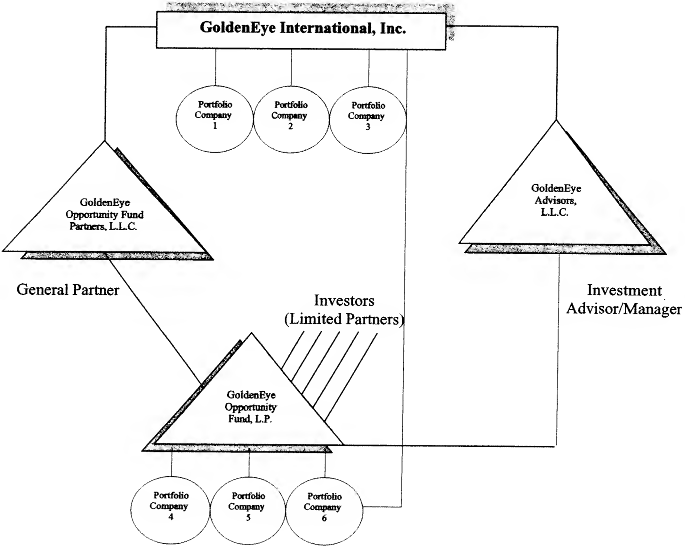
GoldenEye's Directed Share Subscription Program ("DSSP") Timeline

Day	Process
1	A registration statement is filed with the Securities and Exchange Commission (SEC). Following the filing of the registration statement, GoldenEye issues a press release announcing the proposed GoldenEye DSSP and the record date that determines which GoldenEye shareholders are eligible to participate.
45	Approximately 45 days after the filing of the registration statement, a preliminary prospectus is printed and distributed to the GoldenEye shareholders either directly or, for street name shareholders, through the normal brokerage distribution channels. In parallel, the subscription offer is distributed electronically into the brokerage accounts of street name shareholders and a subscription form is mailed to direct shareholders (those who hold a physical certificate).
60	Approximately two to three weeks after the distribution of the preliminary prospectus, the IPO company's registration statement is declared effective by the SEC and the initial public offering price is set. The IPO company's shares typically begin trading the next business day after pricing. Notice of the effective date and the IPO price is given to GoldenEye shareholders by wire service press release, web-site notification, and e-mail.
61	After the IPO prices, GoldenEye shareholders have the right to subscribe to the offering. Street name shareholders must subscribe and submit payment through their broker. Direct shareholders must deliver a completed subscription form and payment to the offering agent.
67	Approximately seven business days after the IPO prices, the IPO company's shares purchased in the DSSP are electronically distributed for delivery into the street name shareholder accounts and stock certificates are mailed to direct GoldenEye shareholders.

Note: GoldenEye has never completed a subscription share program, but believes this process to be the manner in which its shareholders will participate in the initial public offering of its portfolio companies. There can be no assurances or claims that such an event will ever be realized. The number of days outlined above are only estimates based on the typical process and, therefore, can vary by offering.

Fund Management Structure

GoldenEye has made and will continue to make direct investments (depicted below as Portfolio Companies 1, 2, and 3) and manage a growing portfolio of funds. Also depicted below is a likely structure between GoldenEye and its proposed first fund, The GoldenEye Opportunity Fund, L.P. (GEOF). GoldenEye, or a GoldenEye subsidiary, will be the Managing Member of GoldenEye Opportunity Fund Partners, L.L.C. (GEOF Partners), which will serve as the General Partner of GEOF. GEOF Partners will receive the General Partners' carried interest on the successful operation of the fund. GoldenEye Advisors L.L.C. (GEOF Advisors) functions as the investment fund manager and receives quarterly management fees for doing so.



Investment Process

Objective: GoldenEye's investment objective is to maximize shareholder value by making astute direct investment decisions and offering guidance and support to its portfolio companies and its funds. Initially, GoldenEye intends to invest in technology. Over time, however, the Company will pursue a broad investment focus by forming specialty funds to invest in other industries, including Media and Entertainment, Financial Services, and Health Sciences, as well as by forming geographically specific funds to invest in other markets including Europe, Asia, and Latin America.

***Investment Criteria for GoldenEye and Its Funds*:** Management will invest in and offer advisory services to early and mid-stage companies that it believes exhibit compelling new concepts with exceptional market potential and strong management teams. Early stage portfolio companies will typically have exciting business models but minimal revenue - often less than $1 million. In these cases, GoldenEye will help to refine the business plan, expand management, form strategic partnerships, and fund the establishment of operations, sales, and distribution capabilities.

Review Process: In selecting investments, GoldenEye employs a rigorous review process to select the companies that meet its investment objectives. For companies representing investment opportunities, GoldenEye performs extensive due diligence, including company visits, management interviews, reference checks, and market and risk analyses. Analyses include, but are not limited to, in-depth technology and target market assessments, substitution analysis, assessments of management's background, experience, reputation, and prior performance, assessments of the company's business model, operating and financial strategies, projections, product development plans, relationships with existing and potential suppliers, buyers, and competitors, key success factors, barriers to entry, and other relevant factors. GoldenEye employs strict valuation and return criteria and seeks companies that also meet the Company's strategic and portfolio requirements.

Transaction Request and Investment Committee: The GEI review process consists of multiple steps of increasingly intensive analysis and due diligence through which each investment opportunity must pass. As opportunities graduate through the initial screening stages, GEI Advisors and members of the Investment Committee (which consists of Harold Mintz, Michael Miracle, and Rahul Mehta) become increasingly involved. At any point, an opportunity can be rejected. The process culminates in a formal proposal to the GEI Investment Committee which must unanimously approve any investment.

Risk Management and Diversification: GoldenEye believes that risk management is essential to achieving its investment objective and will manage risk through extensive portfolio diversification. Overtime, GoldenEye intends to balance its portfolio by industry, stage of development, and geography:

- *Industry*: GoldenEye initially intends to invest in a number of different sectors of Information Technology, including the Internet, Telecommunications, and Enterprise System Software. Through its funds, GoldenEye plans to expand into an even greater mix of industries.
- *Stage of Development:* GoldenEye intends to invest in companies in various stages of development, with an initial emphasis on start-up companies in their first round of financing. Through its funds, GoldenEye plans to invest in a greater mix of companies including more mature, later-stage companies.
- *Geography:* GoldenEye initially intends to invest primarily in USA-based businesses. The Company will leverage its presence in New York City and its proximity to the Boston/New Hampshire and Washington/Virginia technology corridors. Over time, however, additional areas of focus will be added. GoldenEye will seek to continue to expand its efforts into promising regions of technological innovation, often in conjunction with the formation of new funds.

Managerial Assistance to Portfolio Companies: GoldenEye will provide managerial assistance and guidance to its portfolio companies. Such assistance may include serving on the board of directors of the portfolio companies, providing expertise in developing and implementing business strategies and tactics, selecting and recruiting management personnel, and offering general business development services. GoldenEye believes that such assistance will enable it to exercise significant influence with respect to such matters as the financing, budgeting, marketing, management selection, and exit strategies of its portfolio companies. The fund managers and other staff that GoldenEye intends to hire will have significant experience in their respective industry areas and will be valuable resources for the portfolio companies in terms of advice rendering and networking. GoldenEye will also introduce its portfolio companies to appropriate business partners and sources of capital for larger rounds of follow-on financing.

Investment Focus

Initially, GoldenEye and GEOF will make investments in Information Technology companies, particularly those focusing on the Internet, Telecommunications, and Enterprise System Software sectors. Management believes that these market segments are among those that will offer superior investment returns, driven by the need for global solutions and the continuous emergence of sustaining and disruptive Internet and networking technologies.

IT Service Providers: Recent years have marked the acceleration of IT outsourcing to Internet-based, one-to-many service providers. Managed Service Providers such as Exodus and Digex offer new enterprise services like web and e-commerce site hosting and traditional enterprise applications are being outsourced to Application Service Providers like US internetworking and Corio. Management believes outsourcing and service opportunities will continually be created, driven by the scarcity of IT talent, the standardization of web-enabling software, the increase in bandwidth and security, and the efficiencies of the one-to-many management model.

E-Commerce: While many Internet industry segments such as B2C and B2B e-commerce have been well-funded, there are other less obvious new e-commerce products and services that offer distinct opportunities for disaggregating supply chains. The Internet is fundamentally a lower cost channel, creating competitive advantages for the nimble start-up. Management believes that new entrants will continue to restructure the basis of competition, altering the playing field even with respect to their ".com" progenitors.

Mobility and Personalization: With only a little over fifty percent of families using PCs in the United States (and even less in other countries), Internet appliances that offer web content, e-mail access, and other services may be the key to bringing most of the world's population online. Personal Digital Assistants (PDAs) continue to increase in capability and shrink in size. The convergence of PDAs, cell phones, pagers, and MP3 players will allow anytime/anyplace Internet access and computing, with personalized delivery of information and services in a multimedia format. The integration of GPS features will enable new location dependent services. The untethered worker will require new data synchronization software and services.

Open Source and Software as a Service: Open source software has revolutionary potential in the software industry. Several companies whose businesses are based on supporting or using open source software have achieved unprecedented market valuations relative to their proprietary brethren. The great promise of open source is that its benefits accrue freely to all users of the software, and control is essentially transferred from the vendor to the user. Users can pick and choose who supports their software, in a similar manner to how they choose who services their car. The companies that can create and deliver valuable services around open source software can disrupt existing proprietary software companies, not unlike the manner in which the first Internet e-commerce companies disrupted traditional brick and mortar competitors.

Optical Equipment/Broadband Technology: The valuations of firms that sell optical systems and components are at record levels because of the excitement and importance of this technology. Today, fiber-optic cables are primarily used in long-distance networks. However, as the demand for bandwidth increases, fiber will be installed in buildings and on the backplanes and motherboards of computers. The incorporation of fiber in the last "quarter-mile" will make active optical interconnect products pervasive. New products in the area of optical data links, digital switches, and synchronous optical networking hardware and software are valuable assets for communication and networking organizations. GoldenEye hopes to capitalize on what it sees as an insatiable need to improve the capacity, quality, and breadth of current transport offerings.

Platform Investments

GoldenEye has been making Platform Investments to establish its track record and to leverage its initial "family and friends" funding. GoldenEye's current investments have been (and in the future probably will be) in the form of convertible preferred stock. GoldenEye's investment procedure has been to make a small initial investment of $1 million or less at a negotiated pre-money valuation and obtain the option to make further investments, up to a pre-agreed amount, for additional convertible preferred stock at the same valuation. The option to purchase such additional shares extends to GoldenEye funds and other affiliates. In GoldenEye's existing investments, deal terms include directed share subscription rights for GoldenEye shareholders to participate in the portfolio company IPO, registration rights for the underlying common stock, preemptive rights, the right to appoint a director to the board, and the right of first refusal to purchase shares from founding shareholders if they decide to sell. GoldenEye anticipates obtaining the same or similar terms in future investments. GoldenEye monitors its portfolio companies closely to determine whether or not they continue to be attractive candidates for further investment.

PrimeCloud, Inc.: PrimeCloud's technology is a proprietary personalization engine for rules and knowledge. The company's first product, a Microsoft Site Server plug-in, provides custom targeted marketing and web content based on an individual's web usage and past users' click patterns. The company is a Microsoft-certified "Gold" Partner. Two major Internet firms have already made overtures regarding the technology. PrimeCloud's technology is applicable to the entire range of future web devices and services where personalization is increasingly critical.

Prior to founding PrimeCloud, the company's CEO, Isidore Sobkowski, founded three technology companies. He and his management team are experienced in all phases of high tech start-ups and growth-stage companies. He sold his most recent company, Professional Help Desk, to Computer Associates.

Page Automated Telecommunications Systems, Inc.: Page Automated Telecommunications Systems, Inc. ("PATSI") is a leading developer and manufacturer of photonic and high performance fiber-optic interconnect systems. Using a single substrate, PATSI takes raw fiber and manufactures cables and various other photonic products that are coated with a durable and flexible silicon epoxy. This patented technology utilizes silicon elastimer (Smart Skin Array Technology or "SSAT") as a safeguard of the fiberoptics as well as to create a more flexible and robust cabling product. Due to its malleable, custodial nature, SSAT cable can be molded to fit in hard-to-reach places, such as in walls, in conduits, under rugs, in car doors, and throughout aircraft structures or laminated and embedded in rigid structures such as computer backplanes or motherboards. In performance benchmark tests, PATSI's cable demonstrated the lowest skew in any cable to date. The cable also withstood substantial pull and bend tests without any measurable skew introduction. This is compared to competitors' products that show as much as 10-15ps of skew when pull and bend tested.

The Company has received government funding and has made products for Lockheed Sanders (space shuttle cables), Lockheed Martin (optical backplane interconnect systems), Amphenol (Ecstatic Program), and NASA (Health Monitoring Program).

The founder and inventor of the technology, Patricia Wiener, has previously been President and CEO of several high technology companies. She has been responsible for nine high technology products reaching the commercial marketplace. She brings 40 years of experience in the high technology industry, including director and consultant positions at Otis Product Research Division, Memorex, and Xerox.

Satellite Marketing, Inc.: Satellite Marketing provides an integrated offering of strategy consultation, outsourced marketing services, and strategic marketing software for emerging and high-growth technology organizations. The company's comprehensive mix of expert services and automated products provides up-and-coming businesses with the senior marketing expertise and results-driven focus required to successfully break through the market clutter. The company's services organization is currently operational with a new ASP software product due for delivery in the second half of 2000.

Satellite Marketing also functions as a Partner Company in GoldenEye's economic network, where GoldenEye is able to make Satellite's integrated marketing capabilities available to its portfolio companies and funds to support their growth.

The founder of Satellite Marketing, Jeff Ballard, brings over 13 years of experience in branding, product marketing, marketing communications, and channel marketing for the technology industry. His background includes building and directing marketing strategies and programs, worldwide, with major companies including Seagate, Symantec, Arcada, Artisoft, and Candle.

ConsciousMedia.com, Inc.: ConsciousMedia.com is building an integrated media enterprise to serve the growing, yet largely ignored, $9 billion body, mind, and spirit media industry. Through vertical integration, the company will reduce distribution costs, and increase margins for media and related products, and combine the areas of publishing, distribution, merchandising, and e-commerce for this sector. With the growth of the Internet and increased interest in consciousness and spirituality, ConsciousMedia is a unique opportunity to create and build the first large-scale, well-financed, well-marketed, business specifically dedicated to this high growth sector. ConsciousMedia is presently one of Yahoo's largest stores with over 40,000 SKUs.

The President, Jim Jacobson, has a strong background in marketing "new age" products through traditional retail and direct response channels. Previously, he founded and built WAVE Communications, a television and video production company that produces programs related to body/mind/spirit.

MANAGEMENT, DIRECTORS AND ADVISORS

GoldenEye is in the process of assembling a team of individuals that has the industry experience and knowledge to execute on the GoldenEye business plan and direct GoldenEye's capital into promising companies. These individuals will be selected for their ability to provide leadership and guidance to GoldenEye, its funds, and portfolio companies.

Executive Officers and Directors

The following table sets forth the names, ages, and positions of the Company's executive officers and directors as of the date of this Memorandum.

Name	Age	Position
Mr. Harold P. Mintz	39	Chairman and Chief Executive Officer
Mr. David F. Graziano	45	Senior Vice President - Operations
Mr. Michael J. Miracle	43	Director and Advisor
Ms. Lori S. Hoberman	36	Director
Mr. Richard Hebert	41	Director
Mr. Scott Macomber	43	Director and Advisor

Mr. Harold P. Mintz, Chairman and CEO (39): Harold Mintz is responsible for the day-to-day leadership and strategic direction of the Company. He is the architect of the GoldenEye vision and brings a background of creative deal making to the organization.

Mr. Mintz has concentrated his entire professional career on mergers and acquisitions, venture capital, and buyouts. He founded The Platinum Group in 1990 as an elite merger and acquisition boutique that initially served the financial buyout industry. In 1993, The Platinum Group became the outside corporate development arm of Safeguard Scientifics and began to focus on Information Technology.

During 1994, 1995, and 1996 The Platinum Group successfully executed many notable transactions while working exclusively for Safeguard, including Tangram Enterprise Systems' acquisition of Knozall Systems, Compucom's acquisition of Allerion, SkyAlland Marketing's (now iSky) acquisition of The Data Group, Coherent Communicant's acquisition of Teleconferencing Technologies, Cambridge Technology Partner's acquisition of Axiom Management Consulting, and Safeguard's acquisition of United States Data Corp. The latter transaction represented Safeguard Scientifics' most successful rights offering ever and broke new ground in the field of shareholder participation via rights offerings.

During and after 1996, The Platinum Group took on other clients and completed transactions between Software Partners and BMC Software, Alphatronix and Auspex Systems, Alaras and Bitstream, Software Moguls and Legato, Venturcom and Microsoft, Amarex and Comverse Technologies, MCORP and Ramesys, and Tenuteq and ixchange among others.

Today, The Platinum Group is known in the M&A community for its packaging and presentation of seller clients and its creation and implementation of proactive corporate development programs for

public companies. The company also functions as an outside corporate development arm of Advent Software.

Prior to founding The Platinum Group, Mr. Mintz was an Associate at Broadview Associates, an investment bank specializing in mergers and acquisitions in the Information Technology industry. Mr. Mintz was also a team member of the Privately Owned and Emerging Business Group at Ernst & Whinney (now Ernst & Young).

Mr. Mintz holds a B.B.A. in Accounting from the Emory University School of Management, a J.D. cum laude from the Boston University School of Law where he was a Law Review Editor, and an M.B.A. with high honors in Finance from the Boston University Graduate School of Management. He is a Certified Public Accountant and a licensed attorney in New York and New Jersey.

Mr. David F. Graziano, Senior Vice President - Operations (45): Prior to joining GoldenEye, David Graziano was Chief Operating Officer and co-founder of Radiant Software, a developer of server class storage management software that is now wholly owned by AT&T's Liberty Media Group. Prior to Radiant, Mr. Graziano founded The Sterling Group and spent most of the 1990s providing corporate development advisory services to startups, emerging companies, and fund managers seeking to acquire businesses. Prior to The Sterling Group, Mr. Graziano was a partner at Trammel Crow where he initiated the West Coast Property Management division. Mr. Graziano also held a variety of sales and marketing management positions with Perkin-Elmer, Trilogy, Silicon Graphics, and Tandem Computers over a ten-year period. Mr. Graziano holds a Bachelor of Science Degree in Mechanical Engineering from Villanova University and an M.B.A. from the Harvard Graduate School of Business.

Mr. Michael J. Miracle, Director and Advisor (43): Michael Miracle plays an integral role in the development of GoldenEye and its investment processes, and the sourcing and evaluation of investment deals, from both a business and technical standpoint.

Mr. Miracle is currently the VP of M&A and Investments at VERITAS Software, where he leads the Mergers & Acquisitions department and runs VERITAS Ventures, the company's $100M private equity fund. Also, as an officer and member of the senior management team, he is involved in strategic operations planning and driving new corporate initiatives. Since Mr. Miracle joined VERITAS in 1998 to run its M&A department, the storage software company has grown from $120 million in revenue and $2 billion in market capitalization to over $1.1 billion in projected Y2000 revenue with a market valuation exceeding $40 billion. His track record at VERITAS Software through mid-Y2000 includes eight acquisitions that have propelled the company's dramatic growth, over 20 technology licensing deals, and five strategic investments in early stage storage and Internet services companies.

Prior to joining VERITAS, Mr. Miracle held a variety of senior development, operations, and strategic management positions at Hewlett Packard, Novell, and Unix System Labs where he focused on operating systems development and partnerships. From 1980-1990, Mr. Miracle developed telecommunications switching systems at AT&T/Lucent Bell Laboratories. Mr. Miracle has a B.S. in Electrical and Computer Engineering from the University of Wisconsin and a M.S.E.E from Stanford University.

Mr. Richard Hebert, Director (41): Richard Hebert is the President and Chief Executive Officer of iSky (formerly Sky Alland Marketing, Inc.), a direct marketing company based in Columbia, Maryland. Mr. Hebert initially joined Sky Alland in 1992, as a Senior Vice President. With a background in direct marketing, operations management, and database marketing. Mr. Hebert brought a depth of knowledge to the company and was instrumental in taking iSky from a small, entrepreneurial firm to its current position as one of the leading firms in customer loyalty management. Mr. Hebert was named iSky's Chief Operating Officer in 1993 and Chief Executive Officer in 1995. At iSky, Mr. Hebert charts

the vision and strategic direction of the organization while maintaining a very visible presence in sales, account management, and operations.

Mr. Hebert spent the first part of his career with Danbury Mint, a $500 million direct marketing company where his responsibilities included overseeing the Mint's data processing, fulfillment, and customer service operations as well as the marketing function for its largest division. Mr. Hebert holds a Bachelor's degree from Kenyon College.

Ms. Lori S. Hoberman, Director (36): Lori Hoberman is a partner in the New York office of Winthrop, Stimson, Putnam & Roberts (soon to be Pillsbury Winthrop). She is a member of the firm's Private Equity, e-Merging Companies, and Tax Practice Groups. She focuses primarily on representing clients seeking or providing venture capital, including the organization and structuring of, and related tax planning for, start-up companies and venture capital investment funds and hedge funds. Throughout her legal career, Ms. Hoberman has focused on designing joint venture vehicles for business combinations in many industries, including technology, health care, investment banking, real estate, soft drink manufacturing and bottling, aircraft finance, utilities, environmental protection, and mineral exploitation. She is a frequent speaker, and the author of several articles on the taxation and structure of investment funds, joint ventures, and global Internet deals. Ms. Hoberman received her J.D. and her L.L.M. in taxation from New York University School of Law. She graduated cum laude with a B.A. in Accounting and Information Systems from Queens College.

Mr. Scott Macomber, Director and Advisor (43): Scott Macomber is currently an active angel investor, with an impressive entrepreneurial background in the semiconductor industry in Silicon Valley. Most recently Scott was President of Silicon Image where for five years he oversaw the growth and successful IPO of the company. Mr. Macomber combines a strong background of general management, technical knowledge, and marketing expertise in the high-speed data communications semiconductor industry, as well as, startup corporate development experience. His prior experience includes product development and sales and marketing positions at LSI Logic and Silicon Solutions, and telecommunications software development for Bell Laboratories. Mr. Macomber holds an M.B.A. from Stanford University, an M.S.E.E. from Stanford, and a B.S.E.E. from the University of Michigan.

Advisory Board

GoldenEye's Advisory Board includes senior, experienced executives and professionals from information technology, law, and investment banking as well as successful serial entrepreneurs. Specifically, Advisory Board members' backgrounds from IBM, Microsoft, VERITAS, Seagate, Gartner Group, and other companies enhance GoldenEye's access to valuable business contacts, industry expertise, deal flow, and strategic partners. Their skill sets and networks complement management's own background, contacts, and expertise and allow GoldenEye to more quickly, efficiently, and effectively, execute on its business plan.

Importantly, the Advisors own stock and hold options in GoldenEye aligning their interests and making them an integral part of GoldenEye's economic network. Some Advisors have already taken active roles with portfolio companies, offering guidance and making introductions to promote and aid them in their development, facilitating business contacts, additional financing, and offering strategic guidance. The Advisors also play roles in evaluating investment opportunities and will likely serve as Advisors to future funds.

***Mr. Robert Brown, Advisor (38)*:** Robert Brown is the Chairman and CEO of BlackBall Music, LLC, an online, independent music publisher. Mr Brown was formerly the President and Chief Operating Officer of Contigo Software, an Internet-based virtual conferencing solutions provider. Contigo was recently sold to Evoke Communications, an Internet-based web conferencing firm, which then went public. Prior to joining Contigo, Mr. Brown successfully orchestrated several acquisitions and divestitures as Vice President of Corporate Development for Seagate Software and Seagate Technologies, including

the sale of the NSMG division to VERITAS Software. Mr. Brown has also served as Vice President of Sterling Software and Vice President of Arcada Software, a subsidiary of Conner Peripherals. Additionally, he has held the following strategic positions: Executive Vice President of HawkNet, CEO of Infinet, Vice President of Software Products at Mountain Network Solutions and Vice President of Engineering for Emerald Systems. Mr. Brown holds a Bachelors of Science degree in Computer Sciences from Coleman College.

Mr. Michael Dexter-Smith, Advisor (47): Mike Dexter-Smith is the Chief Executive Officer of VenturCom, Inc., an embedded software concern based in Cambridge Massachusetts. Prior to joining VenturCom in May 1995, Mr. Dexter-Smith was Chief Operating Officer of Manager Software Products, Inc. (MSP), where he steered the company to earning a place on SOFTWARE MAGAZINE's "Software 100." Earlier, Mr. Dexter-Smith also served as MSP's Chief Financial Officer of Worldwide Operations. Between the two MSP positions, Mr. Dexter-Smith had a successful tenure at Carleton Corporation as its President and Chief Executive Officer. At Carleton, he pioneered the "Data Engineering" (now data warehousing) concept for the company. Mr. Dexter-Smith holds a B.S. degree in Business Studies from Surrey University, England, and is a Fellow of the Institute of Chartered Accountants. He is a regular speaker at software industry conferences.

Mr. Gideon I. Gartner, Knowledge Management Advisor (64): Gideon Gartner holds the position of Knowledge Management Advisor. Mr. Gartner will lead the effort to create relevant and useful knowledge synergies amongst the various portfolio companies throughout the GoldenEye family. His contribution will be part of the value-added resources that GoldenEye will offer its companies.

Mr. Gartner is the founder of Giga Information Group and serves on its Board of Directors. He previously served as its Chief Executive Officer and President until August 1999 and its Chairman until October 1999. Prior to founding Giga, Mr. Gartner founded Gartner Group, one of the world's best known IT research and consulting firms. Mr. Gartner served as its Chairman, Chief Executive Officer, and President until April 1991 and remained as its Chairman until April 1992. Gartner Group was twice ranked among the fastest-growing private firms in the United States by Inc. Magazine, and went public in 1986. As a part of Gartner Group, Mr. Gartner also founded Soundview Financial Group in 1979, a broker-dealer providing investment advice and corporate finance services to institutional investors and technology companies. Mr. Gartner was previously a partner at Oppenheimer & Co., and was rated the top individual securities analyst in technology for six consecutive years (1972-1977). He was employed by IBM during the 1960s. Mr. Gartner graduated from the Massachusetts Institute of Technology with a B.S. in engineering and a Master's degree in management from MIT's Sloan School.

Mr. Richard T. Gerstner, Advisor (60): Richard Gerstner has a distinguished background in corporate management. Mr. Gerstner served as President and CEO of Telular Corporation, a manufacturer of fixed wireless telecommunications equipment, which he took through a highly successful IPO in January 1994. Prior to Telular, Mr. Gerstner spent thirty years at IBM Corporation holding numerous senior executive positions including Group Executive of the Asia/Pacific Group in Tokyo and General Manager of the Personal Computer Business Unit. Mr. Gerstner also served on the Partners Committee of Prodigy Services Corp. Mr. Gerstner is a member of the Lyme Disease Foundation's Board and an active participant in its causes. Mr. Gerstner holds a B.S. (magna cum laude) in Chemical Engineering from Villanova University and a M.S. (magna cum laude) from Stanford University in Industrial Engineering.

Mr. David Hallmen, Advisor (38): Dave Hallmen is currently Vice President of Sales for Knosys Inc., a Microsoft-based business intelligence software developer. Previously, as VP of Business Development at VERITAS Software Corporation, Mr. Hallmen was responsible for technology acquisition related activities as well as business divestitures. Prior to VERITAS, he was VP of Business Development at Seagate Software for four years. Before Seagate, Mr. Hallmen was Vice President of Marketing for Arcada Software, a leading data protection software developer for distributed computing

environments that was acquired by Seagate. Prior to joining Arcada Software, Mr. Hallmen spent five years as Vice President of Sales and Marketing for Artisoft, where he had worldwide responsibility for all sales, marketing, and technical support functions. Mr. Hallmen currently serves on the Board of Directors for Knosys Inc. and Satellite Marketing, an outsource marketing organization for early stage technology companies. Mr. Hallmen attended the University of Arizona, majoring in Management Information Systems.

Sang Chul Han, Advisor (42): Sang Chul Han is the founder of KNCS, Inc., a cable system operator in Seoul, Korea, and has served as a director since 1994. Dr. Han also founded Ewoo Films, a film production company, and served as its president from 1992 to 1994. Dr. Han has held the position of director of RK Industrial Co., a trading company in Seoul, Korea, since 1988. He is an active technology investor and has served as a director of Silicon Image since April 1996. Dr. Han holds a Bachelor of Science degree in Engineering from Seoul National University and a Ph.D. in Finance from the New York University.

Mr. Adrian King, Advisor (46): Adrian King is a former Microsoft executive, having held the title Director of Operating Systems Products. Mr. King was responsible for the development and management of early versions of Microsoft operating systems, including MS DOS, Windows/386 (the forerunner to Windows 3.0 and Windows 95) and OS/2. Mr. King left Microsoft in 1991 to join Artisoft as Vice President of Engineering. Mr. King is an accomplished independent author, having written the best selling design expose "Inside Windows 95" for Microsoft Press. This award-winning book was translated and published in more than 20 countries worldwide. For the last few years Mr. King has been involved in various Internet related consulting and programming activities. He is currently President of adrianking.com, where he designs and programs custom web sites. Mr. King holds a Masters degree in Computer Science from the University of Liverpool, England.

David Krinker, Advisor (37): David Krinker is Director of Mergers and Acquisitions with VERITAS Software, where he has held various director level positions, including Director of the Microsoft Strategic Alliance Team. Prior to VERITAS Software, Mr. Krinker was responsible for Seagate Software's Strategic Alliances and Business Development. At Arcada, Mr. Krinker was General Manager responsible for the Windows NT Business unit, successfully launching the business from a startup to a rapidly growing $60M product line within two years. Prior to Arcada, Mr. Krinker held positions in Product Management, R&D Management, and in software and hardware engineering. Mr. Krinker received a Joint Honors degree from the University of Edinburgh, Scotland, in Computer Science and Electronics, as well as an MBA from the Crummer Graduate School of Business in Orlando, Florida.

Mr. Jerrold Langer, Advisor (38): Jerry Langer is an owner of Langer Transport, a diversified Jersey City, NJ based, family owned trucking company. Prior to joining the family business, Mr. Langer practiced law (commercial litigation) with the New Jersey firm Pitney, Hardin, Kipp & Szuch and thereafter formed his own firm, Greiner & Langer. Greiner & Langer specialized in complex commercial litigation, concentrating primarily in bankruptcy and creditors' rights cases. He is recognized for his expertise in evaluating troubled companies and guiding companies through difficult financial times. Mr. Langer served as a Bankruptcy Trustee for the United States Bankruptcy Court for the Third Judicial District and was a Member of the Bankruptcy Inn of Court. Mr. Langer received his B.B.A in accounting from Emory University and his J.D. from the University of Pittsburgh.

Mr. Rahul Mehta, Advisor and Investment Committee Member (37): Rahul Mehta is founder, President, and CEO of NuView, Inc. At NuView, Mr. Mehta orchestrated the creation of several leading-edge enterprise software products. Hewlett Packard purchased the product ManageX, an object oriented solution for managing Windows NT in distributed enterprises, from NuView in 1997. NuView's second product, ClusterX, a leading NT cluster management software product, was acquired by VERITAS Software in August 1999. Prior to founding NuView, Mr. Mehta founded Software Interfaces in 1985, and was its President until 1995, when he sold the company to PLATINUM Technology. Mr. Mehta's

experiences as a successful founder and seller of several ventures, as well as his in-depth knowledge of the Information Technology and, in particular, software industry, make him uniquely qualified to advise on the suitability of proposed GoldenEye International investments. He is currently one of the members of the GoldenEye Investment Committee. Mr. Mehta is currently nurturing a host of new venture opportunities while consulting with VERITAS Software on its Internet high-availability strategy. Mr. Mehta is an alumnus of the University of Houston.

Mr. Pete O'Brien, Advisor (43): Peter O'Brien is the Director of Strategic Licensing with VERITAS Software and has been an integral part of growing the VERITAS "OEM" base of the company from $40 million in 1998 to over $200 million projected "OEM" revenues for FY2000. Prior to VERITAS, Mr.O'Brien spent over eleven years with Sun Microsystems in the positions of Production Control Manager, Business Programs Manager and Western Area OEM Sales Manager. Mr. O'Brien spent over fourteen years in manufacturing with Qualogy Inc. (formerly Data Systems Design) and with Cobalt, a Computervision wholly owned subsidiary, which was purchased by Applied Materials in 1981. His extensive manufacturing and materials management skills were complemented by his last eight years selling hardware for Sun Microsystems and now software for VERITAS.

Mr. Hari Pulijal, Advisor (43): Hari Pulijal has a distinguished background in the e-Business, Supply Chain Management and Operation Systems areas. Hari has served as Director of Engineering at i2 Technologies for over 3 years. Hari has unique experience in remote development projects (particularly between United States and India). He has managed several critical development projects for high profile customers. Hari is also a private investor and on the Board of Advisors for a few startups. He helps these companies with their strategic direction, vision, and development plans. Prior to i2, Hari worked in senior management positions at Hewlett Packard Labs, Novell Labs, AT&T Bell Laboratories, and Perkin Elmer. Mr. Pulijal has a Bachelors degree in Electronic Engineering from Osmania University and a Masters degree in Computer Engineering from Rutgers University.

Mr. Gerry Sciorilli, Advisor (56): Gerry Sciorilli is currently President of Capital Guild, an advisory and angel venture capital firm operating in both the New York metropolitan area and central California markets. Prior to forming Capital Guild, Mr. Sciorilli operated in both domestic and international banking markets while working for Deutsche Morgan Grenfell and Citigroup as a Division Executive for telecommunications and media corporate finance efforts. Earlier in his career, Mr. Sciorilli held several key corporate finance positions at Bear Stearns and Chase. While at Chase, Mr. Sciorilli functioned in various roles including Managing Director for Financial Institutions and Government Agencies Businesses, Managing Director of the International Corporate Development Division, and Vice President of Strategic Planning. Mr. Sciorilli is a member of the Operating Committee of the Central Coast (CA) Venture Forum. Mr. Sciorilli received his A.B. from Franklin & Marshall College in 1965 and completed his graduate business studies at Drexel University in 1967.

Mr. Craig D. Spector, Advisor (38): Craig Spector is a partner with the law firm of Shapiro & Croland in Hackensack, New Jersey. His areas of concentration are corporate and commercial transactions, the formation and business representation of corporations, partnerships, and limited liability companies, and commercial real estate. Mr. Spector is a seasoned investor in equity markets and has had consistent success in the initial public offering arena and in private placement investments, much of which has been focused on technology. He is affiliated with the Golden Gate Angel Fund, an angel investment fund established in 1999 with an initial capitalization of $4 million. Mr. Spector is a graduate of Washington University, where he earned a B.A. in History and the New England School of Law, where he earned a J.D. He practices law in the States of New Jersey and New York.

Mr. Cary Toor, Advisor (42): Cary Toor is the Managing Principal of Information Concepts, Inc., a Software Development Firm specializing in Internet Applications. Mr. Toor, who founded Information Concepts with Wayne Beekman in 1982, has spent almost two decades pioneering strategies to more effectively manage complex, mission critical software projects. Mr. Toor also oversees Information

Concepts Partnership Program in which it develops software products for start-up Internet businesses. Prior to joining Information Concepts, Mr. Toor worked as a Project Manager and Software Engineer. Mr. Toor holds a B.A. in Psychology from The George Washington University.

Executive Compensation

Prospective investors will be provided with customary executive compensation disclosure upon request.

Stock Option Plans

As of the date of this Memorandum, 5,750,000 Class B Common Stock Options have been granted to Board Members, Advisors, and employees as a compensatory measure for service performed. In addition, for purposes of computing a fully-diluted security ownership table, GoldenEye has reserved 3,200,000 Class B Common Stock Options, that are expected to be distributed to employees and new hires over the next twelve months.

HISTORICAL FINANCIAL RESULTS AND PROJECTIONS

Summary Historical Financial Results

The accompanying unaudited financial statements have been prepared by GoldenEye, along with the assistance of Isadore B. Mirsky & Co., an independent accountant, in accordance with generally accepted accounting principles. From the Company's inception through September 30, 2000, GoldenEye has incurred a net loss of approximately $1,551,593. These operating expenses have related primarily to working capital expenditures that include salary, rent, legal, web-site design, advertising, marketing, and travel. The Company has $2,312,147 of cash and marketable securities on its balance sheet, and no long-term liabilities.

The following historical summary is qualified in its entirety by the more detailed financial statements appearing as Exhibit A in this Memorandum.

Profit and Loss Account	**For the period: January 20 (Inception) through September 30, 2000**
Total Revenue	$0
Operating Expenses	$1,571,951
Earnings Before Tax	($1,551,593)
Net Income/ (Net Loss)	($1,551,593)

Statement of Cash Flow	**For the period: January 20 (Inception) through September 30, 2000**
Net Cash Provided By/(Used For) Operating Activities	($411,853)
Net Cash Provided By/(Used For) Investing Activities	($2,769,500)
Net Cash Provided By/(Used For) Financing Activities	$5,493,500
Net Cash Inflow/ (Outflow)	$2,312,147
Closing Balance	$2,312,147

Balance Sheet	**As of September 30, 2000**
Current Assets	$2,312,147
Investments at Fair Market Value	$2,800,000
Total Assets	$5,112,147
Current Liabilities	$371,195
Shareholders' Equity	$4,740,952
Total Liabilities and Shareholders' Equity	$5,112,147

Financial Projections

THIS PORTION OF THE DOCUMENT CONTAINS FORWARD LOOKING STATEMENTS THAT REFLECT THE COMPANY'S CURRENT EXPECTATIONS AND PROJECTIONS ABOUT ITS FUTURE RESULTS, PERFORMANCE, PROSPECTS, AND OPPORTUNITIES. THE COMPANY HAS ATTEMPTED TO IDENTIFY THESE FORWARD LOOKING STATEMENTS BY USING LANGUAGE SUCH AS "MAY", "WILL", "EXPECT", "ANTICIPATE", "BELIEVE", "INTEND", "ESTIMATE", AND "CONTINUE", AND SIMILAR EXPRESSIONS. THESE FORWARD LOOKING STATEMENTS ARE PURELY SPECULATIVE AND ARE SUBJECT TO A NUMBER OF RISKS AND UNCERTAINTIES THAT COULD CAUSE THE ACTUAL RESULTS, PERFORMANCE, PROSPECTS, OR OPPORTUNITIES, TO DIFFER SIGNIFICANTLY FROM THOSE EXPRESSED OR IMPLIED HEREIN. THE COMPANY UNDERTAKES NO OBLIGATION TO UPDATE OR REVISE ANY OF THE FORWARD LOOKING STATEMENTS, WHETHER AS A RESULT OF NEW INFORMATION, FUTURE EVENTS, CHANGED CIRCUMSTANCES, OR OTHER REASONS AFTER THE DATE OF THIS PRIVATE PLACEMENT MEMORANDUM. FURTHER, ALL FEE STRUCTURES DESCRIBED HEREIN ARE SUBJECT TO CHANGE.

For the purpose of the financial projections, the Company has assumed that it will operate on a calendar year. Thus, for 2000, the projected results presented below are for the months ending December 31, 2000. For years 2001 through 2003, projected results are for the years ending December 31, 2001, 2002, and 2003 respectively.

GoldenEye International, Inc.

Summary of Financial Projections: October 1, 2000 - December 31, 2003

Profit and Loss Account	FYE 31-Dec-00	FYE 31-Dec-01	FYE 31-Dec-02	FYE 31-Dec-03
Revenue From Operations *(Management Fees)*	-	1,125,000	3,500,000	7,500,000
Revenue From Investing Activities *(Gains, Carry and Interst)*	28,193	466,189	1,969,318	2,770,128
Total Revenue	28,193	1,591,189	5,469,318	10,270,128
Operating Expense	2,034,464	3,796,000	7,464,137	10,099,189
Earnings Before Tax	(2,006,272)	(2,204,811)	(1,994,820)	170,939
Net Income	(2,006,272)	(2,204,811)	(1,994,820)	102,563

Statement of Cash Flow	FYE 31-Dec-00	FYE 31-Dec-01	FYE 31-Dec-02	FYE 31-Dec-03
Net Cash Provided By / (Used For) Operating Activities	(1,865,098)	(2,668,850)	(3,805,921)	(2,485,497)
Net Cash Provided By / (Used For) Investing Activities	(3,421,807)	(12,083,811)	(1,620,682)	(4,182,372)
Net Cash Provided By / (Used For) Financing Activities	6,143,845	19,000,000	19,000,000	28,500,000
Net Cash Inflow / (Outflow)	856,940	4,247,339	13,573,397	21,832,131
Closing Balance	856,940	5,104,279	18,677,676	40,509,808

Balance Sheet	FYE 31-Dec-00	FYE 31-Dec-01	FYE 31-Dec-02	FYE 31-Dec-03
Current Assets	856,940	5,104,279	18,677,676	40,509,808
Investments at Fair Market Value	3,363,958	15,916,042	22,220,910	33,214,934
Property, Plant, & Equipment	36,333	71,583	105,750	108,750
Total Assets	4,257,232	21,091,904	41,004,336	73,833,491
Current Liabilities	105,700	93,100	195,483	323,458
Long Term Debt	-	-	-	-
Income Taxes Payable	-	-	-	17,094
	105,700	93,100	195,483	340,551
Paid In Capital	6,143,845	25,143,845	44,143,845	72,643,845
Retained Earnings	(2,006,272)	(4,211,082)	(6,205,902)	(6,103,339)
Net Unrealized Appreciation of Investments	13,958	66,042	2,870,910	6,952,434
	4,151,532	20,998,804	40,808,853	73,492,940
Total Liabilities and Shareholders' Equity	4,257,232	21,091,904	41,004,336	73,833,491

Discussion of Detailed Assumptions to Financial Projections

The GoldenEye financial model projects revenue from four primary sources: (i) management fees from venture capital funds, (ii) capital gains on disposition of direct investments, (iii) carried interest on fund investments, and (iv) interest income. A fifth revenue source, management fees from majority owned GoldenEye portfolio companies, is introduced below but has not been included in the GoldenEye financial model.

Management Fees from Funds Managed by GoldenEye

GoldenEye's model calls for its venture capital funds to be managed by a wholly-owned subsidiary, GoldenEye Advisors, L.L.C. As an investment advisor, GoldenEye Advisors is expected to receive annual management fees of 2% of the committed capital of each fund, payable in advance in quarterly installments. It is projected that the majority of these fees will be used by GoldenEye Advisors to pay salaries and other expenses. The management fee is calculated as a percentage of the total capital contributed to the fund.

For the purpose of the model, we have assumed that GoldenEye will receive 100% of the management fee. However, it is conceivable that management fees may flow directly to other general partners of the funds as opposed to directly to GoldenEye to allow these partners to cover the costs associated with running the fund (e.g., salaries and operating expenses). Since the Company has recognized the full 2% management fee as revenue, it has also recognized all of the expenses associated with running the funds in the Company's consolidated statement of operations. It is also assumed that the funds have received 100% of their committed capital upon their formation (i.e., capital calls are not built in).

Capital Gains on Platform Investments

GoldenEye expects to realize capital gains on the disposition of successful portfolio company investments, either through IPOs, acquisitions, further private placements, or other sale transactions. For purposes of this model, only companies that experience liquidity events and are no longer illiquid private equity investments are marked to market. We do not factor in the expected but unrealized wealth creation evidenced by portfolio companies receiving new capital at higher valuations.

We assume 75% of all such distributions will be in the form of publicly traded stock, with the remaining 25% being in the form of cash. Any publicly traded securities held by GoldenEye (received as a result of receiving IPO shares or a portfolio company being acquired for stock) are assumed to appreciate in market value 8% annually going forward.

Carried Interest on Fund Investments

GoldenEye will establish separate limited liability companies to serve as the general partner for each of the funds. As general partner, the limited liability company is entitled to a 20% carry from the corresponding fund over an annual hurdle rate of 8%. For purposes of this model, GoldenEye expects that 50% of such carry will flow up to GoldenEye from each fund.

Interest Income

GoldenEye will also receive interest income on its cash balance. It is assumed that interest will be recognized on a monthly basis, at an interest rate of 5% per annum.

Management Fees from GoldenEye Portfolio Companies

GoldenEye intends to make acquisitions and take majority ownership positions in some companies in the future. In these cases, GoldenEye plans to receive annual management fees equal to 2% of each majority owned portfolio company's annual revenue. Presently, GoldenEye does not draw management fees from any of its Platform Investments where it is a minority shareholder. Accordingly, for the purpose of the financial projections, the Company has not included any management fees from direct investments through the years modeled herein.

GoldenEye Venture Capital Funds: Timing, Amounts and Investment Schedule

GoldenEye's objective is to raise a family of venture capital funds of varying size and focus. As GoldenEye progresses, it will develop a track record that will allow it to accelerate its fund raising efforts and diversify into new geographies and industries. For the purpose of the financial projections, it has been assumed that GoldenEye will raise approximately one fund per year through 2006.

The types of funds raised will depend on market conditions, fund managers' expertise, strategic imperatives, etc. GoldenEye is considering geographic and industry focused funds including, but not limited to: Europe, Asia, Latin America, Technology, Media & Entertainment, and Health Sciences. For the purposes of the projections, the following six funds have been modeled:

Fund	***Capitalization***	***Date Raised***
GoldenEye Opportunity Fund I (GEOF)	$75,000,000	April 15, 2001
GoldenEye Fund II	$100,000,000	January 15, 2002
GoldenEye Fund III	$200,000,000	January 15, 2003
GoldenEye Fund IV	$250,000,000	January 15, 2004
GoldenEye Fund V	$250,000,000	January 15, 2005
GoldenEye Fund VI	$250,000,000	January 15, 2006

For the purpose of the financial projections, it has been assumed that all funds will be fully invested (in portfolio companies) over a 36 month period.

Distributions from the funds are projected according to the following schedule:

Year:	1	2	3	4	5	6	7
Amount:	0%	0%	10%	20%	30%	10%	30%

The GoldenEye model assumes that, upon a liquidation event, GoldenEye will exit 25% of its position. In the case of an IPO, GoldenEye would likely hold on to greater than 75% of its investment with an eye toward realizing further appreciation. In the event of an acquisition, GoldenEye would realistically be cashed out or receive a package of cash and/or securities from the acquirer. Thus, the use of 25% seems to be a fair assumption. In addition, it is assumed that GoldenEye, through a wholly owned limited liability company, will participate in 50% of the general partners' 20% carried interest in each fund (i.e., effectively 10% of the carried interest). This amount could be greater or lesser, depending on the circumstances.

Capitalization of the Funds

GoldenEye will participate as a general partner in each fund and, as a result, may capitalize up to 5% of each fund. Outside fund managers will also join the individual funds as general partners. These general partners may invest their own capital in the fund, with percentage amounts varying based on the size of the fund and other considerations. Their capital contributions reduce GoldenEye's projected capital needs. For the purpose of the projections, it is assumed that GoldenEye will capitalize 4% of each fund, while other general partners will contribute 1%. The remaining 95% will be capitalized by limited partners.

Capitalization of GoldenEye International, Inc.

The GoldenEye model projects that the Company will be capitalized as per the schedule below:

Round	*Gross Capital Raised*	*Date Raised*
Initial Capitalization	$925,000	February 22, 2000
Seed Round	$5,218,845	September 30, 2000
Series A	$20,000,000	January 15, 2001
Series B	$20,000,000	January 15, 2002
Series C	$30,000,000	June 15, 2003
Initial Public Offering	$50,000,000	January 15, 2004

It should be noted that, commencing with the Series A round, GoldenEye expects to pay a fee to the private placement agent that raises capital for the Company. For the purpose of the projections, it is assumed that the placement agent's cash compensation will be 5% of the gross capital raised.

Relevant Accounting Principles

The various interests that GoldenEye acquires in its portfolio companies will be accounted for under generally accepted accounting principles ("GAAP"). GAAP requires investments to be accounted for under one of three methods, depending on percentage of ownership / control: the consolidation method, the equity method, or the cost method. The applicable accounting method will be determined based upon GoldenEye's voting interest in each portfolio company.

> ***Consolidation:*** Companies in which GoldenEye owns more than 50% of the outstanding voting power will be accounted for under the consolidation method, whereby a portfolio company's results of operations are reflected within GoldenEye's consolidated statement of operations. For purposes of the projections, we have assumed no companies are consolidated.
>
> ***Equity method:*** Companies in which GoldenEye owns at least 20% but not more than 50% of the outstanding voting power of a portfolio company will be accounted for under the equity method,

whereby GoldenEye's share of the earnings or losses of the portfolio company are identified as "equity in income (loss) of portfolio companies" within GoldenEye's statement of operations. For purposes of the projections, we have assumed no companies are accounted for under the equity method.

Cost method: Companies in which GoldenEye owns less than 20% of the outstanding voting power will be accounted for under the cost method, whereby GoldenEye's share of the earnings and losses of these companies is not included in the consolidated statement of operations unless earnings or losses are distributed. For purposes of the projections, we have assumed all companies are accounted for under the cost method.

GoldenEye is a Subchapter C Corporation, and thus is subject to federal and certain state and city income taxes. For the purpose of the financial projections, it is assumed that GoldenEye's income will be taxed at a rate of 40% and will be payable on a quarterly basis.

[NOTE: DETAILED FINANCIAL INFORMATION IS AVAILABLE UPON REQUEST]

OTHER MATTERS

Plan of Offering

The Securities are being offered on behalf of the Company by the Placement Agent, Galileo Professional Services on a "best efforts" basis. The Company has agreed to pay Galileo Professional Services as compensation for acting as Placement Agent, ten percent (10%) of the gross proceeds from the offering, payable five percent (5%) in cash and five percent (5%) in GoldenEye Common Stock. The Company has also agreed to indemnify Galileo Professional Services against certain liabilities, including liabilities under the Securities Act.

Suitability of Investment

The Securities will be offered only to institutional or other investors who are "accredited investors," as that term is defined under Rule 501(a) of Regulation D under the Securities Act. Each investor will be required to represent in writing at closing that, among other things, the investor has reviewed this Memorandum and has had an opportunity to ask questions of and receive answers from representatives of the Company with respect to the offering. Each investor will be required further to represent that it is an "accredited investor" and has such knowledge and experience in financial and business matters as to be capable of evaluating the merits and risks of an investment in the Company. Each investor will agree that it may not sell or otherwise transfer his or her Securities unless such sale or other transfer is registered under the Securities Act and the applicable securities laws of any state or foreign jurisdiction or unless the sale or transfer is exempt from the registration requirements under the Securities Act and such other securities laws, and that the Company may require the investor to furnish an opinion of counsel satisfactory to the Company that such sale or transfer is exempt. Each investor must also represent at closing that it has acquired the Securities only for its own account for investment and not with a view toward distribution within the meaning of the Securities Act.

The Company may, at its discretion, reject an offer to purchase Securities from a prospective investor or limit the number of Securities to be purchased by such investor. Subscriptions need not be accepted in the order received. The Company reserves the right to amend, modify and/or withdraw all or a portion of the offering.

Investment Procedure

Each prospective investor will be required to complete, execute, and deliver to the Placement Agent a Subscription Agreement (together with a check or wire transfer for the purchase price of the Securities), a copy of which is attached in the back of this Memorandum, that requires the investor to supply the address of his or her primary residence and social security or other tax identification number and make certain representations in order to demonstrate that, among other matters: (i) the investor is an "accredited investor"; (ii) the investor is willing and able to bear the economic risk of this investment; (iii) the investor has read this Memorandum for purposes of evaluating the risks of investing in the Company; and (iv) the investor is purchasing the Securities offered hereby for the investor's own account, for investment and not with a view to resale.

The minimum investment is $500,000 (250,000 shares) and amounts in excess thereof must be in increments of $250,000 (125,000 shares). All funds collected will be held in escrow for the benefit of the investor, and will be returned promptly, with interest (i) if the Subscription Agreement is not accepted by the Company, (ii) if this Offering is terminated by its terms, (iii) if the Company does not receive subscriptions of an amount in the aggregate equal to or greater than $5,000,000 by January 15, 2001, unless such date is extended by the Company up to an additional (90) days or (iv) as otherwise provided

in this Memorandum. The amount of interest paid on such funds held in escrow shall be the interest earned on such amount at the rate paid by Chase Manhattan Private Bank on the escrow account. Upon receipt by the Company of subscriptions of an amount in the aggregate equal to or greater than $5,000,000, the escrow agent shall release the funds already paid, and all future funds as they are received, to the Company.

In the event that executed Subscription Agreements for more than 10,000,000 shares are received by the Placement Agent and the Company, the Company may at its discretion, (i) increase the number of Securities available in the offering up to a maximum of 15,000,000 shares without prior notice to or consent by a prospective investor, or (ii) decrease each prospective investor's request for Securities by any amount without prior notice to or consent by a prospective investor. In such event, each prospective investor's funds in excess of the purchase price for Securities issued to the investor, together with interest on the funds through the closing date of the offering, will be returned as soon as practicable following such closing date.

The closing of the offering will take place as determined by the Company and the Placement Agent. The Company and the Placement Agent may agree to hold more than one closing. All closings will be held at a time and place and on the dates selected by the Company and the Placement Agent.

Closing Conditions

A prospective investor will not be deemed to have purchased any Securities until such time as all of the following conditions to closing have occurred: (i) the Subscription Agreement has been completed, executed, and delivered to, and accepted by, the Company and the Placement Agent; (ii) the purchase price for the Securities has been delivered to the Company; (iii) other requested closing documents, in a form and substance satisfactory to the Company, the Placement Agent, and their respective counsel have been executed and delivered; and (iv) subscriptions in an amount in the aggregate equal to or greater than $5,000,000 and meeting the conditions set forth in items (i) through (iv) above have been received.

Additional Information

This is an offering to "accredited investors" who accept the responsibility for conducting their own investigation and consulting with their own professional advisors in connection with their investment. Prospective investors and their advisors are invited to ask questions of the Company concerning the offering, the Company and such other matters as the prospective investors and their advisors deem pertinent in connection with this investment. The Company will make every effort to respond fully to such questions and to provide all information available to it that prospective investors or their advisors reasonably request.

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E X H I B I T S

GOLDENEYE INTERNATIONAL, INC.
(A DEVELOPMENT STAGE COMPANY)

FINANCIAL STATEMENTS
FOR THE PERIOD FROM JANUARY 20, 2000 (DATE OF INCEPTION) TO SEPTEMBER 30, 2000

GOLDENEYE INTERNATIONAL, INC.
(A DEVELOPMENT STAGE COMPANY)

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Mirsky & Company

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Wayne, New Jersey 07470

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Isadore B. Mirsky, CPA (1902 - 1966)
Richard A. Agisim, CPA (NY and NJ)
Barry M. Mirsky, CPA (NJ)
Peter J. Beckwermert, CPA (NJ)

INDEPENDENT ACCOUNTANTS' REPORT

To the shareholders of:
Goldeneye International, Inc.
(A Development Stage Company)

We have compiled the accompanying balance sheets of Goldeneye International, Inc. (A Development Stage Company) as of September 30, 2000 and the related statements of loss and accumulated deficit and cash flows for the period from January 20, 2000 (date of inception) to September 30, 2000, in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants.

A compilation is limited to presenting in the form of financial statements and supplementary schedule information which is the representation of management. We have not audited or reviewed the accompanying financial statements and supplementary information and, accordingly, do not express an opinion or any other form of assurance on them.

Isadore B Mirsky & Co., LLC

ISADORE B. MIRSKY & COMPANY, LLC

October 2, 2000

GOLDENEYE INTERNATIONAL, INC.
(A DEVELOPMENT STAGE COMPANY)

BALANCE SHEETS
SEPTEMBER 30, 2000

ASSETS

Current Assets	
Cash and cash equivalents	$ 2,312,147
Total Current Assets	2,312,147
Other Assets	
Investments in not-readily-marketable entities	2,800,000
Total Other Assets	2,800,000
Total Assets	$ 5,112,147

LIABILITIES AND STOCKHOLDERS' EQUITY

Current Liabilities	
Accounts payable and accrued expenses	$ 371,195
Total Liabilities	371,195
Stockholders' Equity	
Common Stock, class A, $.001 par value; 25,000,000 shares authorized; 18,500,000 shares issued and outstanding, 10 votes per share	18,500
Common Stock, class B, $.001 par value; 175,000,000 shares authorized; 7,438,845 shares issued, 7,163,845 shares outstanding	7,439
Additional paid in capital	6,283,106
Deficit accumulated in the development stage	(1,551,593)
	4,757,452
Less: Treasury stock, at cost (Class B common stock, 275,000 shares)	(16,500)
Total Stockholders' Equity	4,740,952
Total Liabilities and Stockholders' Equity	$ 5,112,147

SEE ACCOMPANYING ACCOUNTANTS' REPORT AND
NOTES TO FINANCIAL STATEMENTS.

GOLDENEYE INTERNATIONAL, INC.
(A DEVELOPMENT STAGE COMPANY)

STATEMENT OF LOSS AND ACCUMULATED DEFICIT
FOR THE PERIOD FROM JANUARY 20, 2000 (DATE OF INCEPTION) TO SEPTEMBER 30, 2000

Revenues	$ ----
Operating Expenses	
Officers' salaries	9,231
Salaries	173,412
Payroll taxes	8,133
Employee benefits	3,672
Advertising	126,151
Web site design	101,163
Travel and entertainment	15,497
Office expenses	18,191
Professional fees	448,081
Management fees (Note x)	460,120
Insurance	25,460
Other operating expenses	50,990
Syndication costs	131,850
Total operating expenses	1,571,951
Loss From Operations	(1,571,951)
Interest income	20,358
Loss Before Provision For Income Taxes	(1,551,593)
Provision for Income Taxes	----
Net Loss	$ (1,551,593)

SEE ACCOMPANYING ACCOUNTANTS' REPORT AND NOTES TO FINANCIAL STATEMENTS.

GOLDENEYE INTERNATIONAL, INC.
(A DEVELOPMENT STAGE COMPANY)

STATEMENT OF CASH FLOWS
FOR THE PERIOD FROM JANUARY 20, 2000 (DATE OF INCEPTION) TO SEPTEMBER 30, 2000

Cash Flows from Operating Activities	
Net Loss	$(1,551,593)
Adjustments to reconcile net loss to net cash used in operating activities	
Expenses incurred through the issuance of common stock	799,045
Reimbursements received in stock of investment companies	(30,500)
Increase in accounts payable and accrued expenses	371,195
Net Cash Used In Operating Activities	(411,853)
Cash Flows from Investing Activities	
Cash paid for investments in emerging entities	(2,769,500)
Net Cash Used In Investing Activities	(2,769,500)
Cash Flows from Financing Activities	
Cash received in exchange for Class A common stock	800,000
Cash received in exchange for Class B common stock	4,710,000
Cash paid to repurchase treasury stock	(16,500)
Net Cash Provided By Financing Activities	5,493,500
Net Increase in Cash	2,312,147
Cash and cash equivalents	
Beginning of Period	----
End of Period	$ 2,312,147
Supplemental Disclosures	
Cash paid during the period for	
Interest	$ ----
Income Taxes	----

Non-cash investing and financing activities

The company received stock in lieu of cash reimbursement for legal fees incurred related to the investments in certain emerging companies.

The company issued stock in lieu of cash payments to employess and others in reimbursement for services rendered.

SEE ACCOMPANYING ACCOUNTANTS' REPORT AND NOTES TO FINANCIAL STATEMENTS.

GOLDENEYE INTERNATIONAL, INC.
(A DEVELOPMENT STAGE COMPANY)

STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY
FOR THE PERIOD FROM JANUARY 20, 2000 (DATE OF INCEPTION) TO SEPTEMBER 30, 2000

	Common Stock, Class A		Common Stock, Class B		Additional Paid-in Capital	Deficit Accumulated in the Development Stage	Treasury Stock, at cost	
	Shares	Amount	Shares	Amount			Shares	Amount
Balance January 20, 2000	0 shares	$ ----	0 shares	$ ----	$ ----	$ ----	0 shares	$ ----
Shares issued in exchange for prior stock issues	6,166,667 shares	6,167			(6,167)			
Shares issued for cash - Class A	12,333,333 shares	12,333			787,667			
Shares issued for cash - Class B			4,835,000 shares	4,835	4,705,165			
Shares issued for compensation and services			2,603,845 shares	2,604	796,441			
Repurchase of separated employees' shares							275,000 shares	(16,500)
Net loss for the period from January 20, 2000 (date of inception) to September 30, 2000						(1,551,593)		
Balance, September 30, 2000	18,500,000 shares	$ 18,500	7,438,845 shares	$ 7,439	$ 6,283,106	$ (1,551,593)	275,000 shares	$ (16,500)

SEE ACCOMPANYING ACCOUNTANTS' REPORT AND NOTES TO FINANCIAL STATEMENTS.

GOLDENEYE INTERNATIONAL, INC.
(A DEVELOPMENT STAGE COMPANY)

NOTES TO FINANCIAL STATEMENTS

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Operations

The company was organized in 2000 to invest venture capital funds into emerging entities.

Cash and Cash Equivalents

The Company considers all highly liquid debt instruments purchased with an original maturity of three months or less to be cash equivalents.

Investments

Investments represent purchases of common stock in companies which are not readily marketable. Accordingly, these investments are recorded at cost.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates

NOTE 2 RELATED PARTY TRANSACTIONS

The company has transactions with The Platinum Group, Inc. ("Platinum"), an entity that is solely owned by a member of the board of directors and controlling shareholder.

For the period from January 20, 2000 (date of inception) to September 30, 2000, the company incurred management from Platinum for payroll costs, rent and other support services in the amount of $460,120. The company reimbursed Platinum for such services by issuing Platinum 460,120 shares of Class B Common Stock at $1 per share.

Reference should be made to Note 3 regarding ongoing reimbursement for rent and support services to Platinum.

NOTE 3 COMMITMENTS AND CONTINGENCIES

The Company is committed to reimburse Platinum for monthly rent and support services in the amount of $23,230. This is a verbal agreement and continues on a month-by-month basis without stated termination.

GOLDENEYE INTERNATIONAL, INC.
(A DEVELOPMENT STAGE COMPANY)

NOTES TO FINANCIAL STATEMENTS

NOTE 4 INVESTMENTS

Following is a listing of the entities in which the Company is invested as of September 30, 2000:

Entity Name	%-age owned	Amount Invested
ConsciousMedia.com, Inc.	4.35%	$ 500,000
Page Automated Telecommunications Systems, Inc.	5.13%	1,000,000
SatMark, Inc.	6.25%	300,000
Prime Cloud, Inc.	6.90%	1,000,000
Total		$ 2,800,000

The Company also has rights and warrants to acquire additional stock in these entities.

NOTE 5 WARRANTS AND OPTIONS ISSUED

The company has issued warrants to two investors to provide rights to acquire 250,000 shares of Class A Preferred Stock (a class of stock which has not yet been issued) for $500,000.

Also, the company has granted options to acquire 5,750,000 shares of Class B Common Stock at prices ranging from $0.50 to $1.00 per share. As of September 30, 2000, options have vested for 849,880 shares. The remaining options will vest over the next 4 years.

NOTE 6 INITIAL ISSUANCE OF CLASS A COMMON STOCK

On January 19, 2000, Harold Mintz contributed certain zero basis intangibles which included a business plan, trademarks and goodwill in exchange for 6,166,667 shares of Common Stock (now Class A Common Stock).

SEE ACCOUNTANTS' COMPILATION REPORT.

EXHIBIT B

GOLDENEYE INTERNATIONAL, INC.
SUBSCRIPTION AGREEMENT
FOR
SHARES OF SERIES A CONVERTIBLE PREFERRED STOCK
(PAR VALUE \$.001 PER SHARE)

Ladies and Gentlemen:

Reference is made to the Private Offering Memorandum dated October 6, 2000 (such Private Offering Memorandum, including any exhibits thereto, being referred to herein as the "Memorandum") relating to the offering (the "Offering") of Series A Convertible Preferred Stock, par value \$.001 per share (the "Series A Preferred Stock") of GoldenEye International, Inc., a Delaware corporation (the "Company"). The undersigned acknowledges receipt of a copy of the Memorandum. Capitalized terms used herein without definition have the respective meanings specified therefor in the Memorandum.

1. Subscription and Payment. The undersigned, intending to be legally bound, hereby irrevocably subscribes for, and agrees to purchase from the Company, the number of shares of Series A Preferred Stock set forth on the signature page hereof at the purchase price of \$2.00 per share (the "Shares"). The minimum subscription amount will be 250,000 Shares and amounts in excess thereof must be in increments of 125,000 shares. Management, however, reserves the right to increase or decrease this amount as it deems necessary. In all cases, the subscription amount will be rounded to the nearest thousand. As full consideration for the issuance of the Shares by the Company, the undersigned has provided herewith full payment for the Shares being subscribed for in the form of either (i) a wire transfer of immediately available funds to:

Bank: Chase Manhattan Private Bank
1211 Avenue of the Americas
New York, NY 10038
Account Name: Winthrop, Stimson, Putnam & Roberts
Account No.: 967-014093
ABA Number: 021000021
Ref. GoldenEye

or (ii) a personal, bank, or certified check payable to GoldenEye International, Inc.

Such funds will be held in escrow for benefit of the undersigned, and will be returned promptly, with interest (i) if this Subscription Agreement is not accepted by the Company, (ii) if this offering is terminated by its terms, (iii) if the Company does not receive subscriptions of an amount in the aggregate equal to or greater than \$5,000,000 on or before January 15, 2001, unless such date is extended by GoldenEye up to an additional (90) ninety days, in which event such later date, or (iv) as otherwise provided in the Memorandum.

The amount of interest paid on such funds held in escrow shall be the interest earned on such amount at the rate paid by Chase Manhattan Private Bank on the Escrow Account.

Upon receipt by the Company of subscriptions of an amount in the aggregate equal to or greater than $5,000,000, the Escrow Agent shall release the funds already paid, and all future funds as they are received, to GoldenEye.

2. Acceptance or Rejection of Subscription.

(a) The Company in its sole discretion reserves the right to accept or reject this or any other subscription for Shares, in any order, at any time prior to the termination of the Offering notwithstanding prior receipt by the undersigned of notice of acceptance of such subscription. The Company shall have no obligation hereunder until the Company shall execute and deliver to the undersigned an executed copy of this Subscription Agreement.

(b) If this subscription is rejected, this Subscription Agreement and all funds received from the undersigned will be returned without interest and this Subscription Agreement shall thereafter be of no further force or effect.

(c) In the event that the Offering is terminated or in the event that this subscription is rejected by the Company in whole or in part for any reason, the undersigned shall have no claim against the Company or its shareholders, directors, officers or agents of any kind or nature whatsoever, including any claim as to any interest in the Company or any real or personal property to be acquired by the Company.

3. Representations and Warranties of the Undersigned.

In consideration of the Company's acceptance of this offer and its authorization for the issuance of the Shares in the name of the undersigned, the undersigned hereby represents, warrants and acknowledges to the Company that:

(a) the undersigned is an "accredited investor" within the meaning of Rule 501(a) under the Securities Act of 1933, as amended (the "Securities Act"), or an entity in which all of the equity owners are accredited investors within the meaning of Rule 501(a) under the Securities Act (an "Accredited Investor"). The definition of "accredited investor" under Rule 501(a) of the Securities Act includes the following:

(i) Any natural person whose individual net worth, or joint net worth with that person's spouse, at the time of his purchase exceeds $1,000,000; or

(ii) Any natural person who had an individual income in excess of $200,000 in each of the two most recent years or joint income with that person's spouse in excess of $300,000 in each of those years and has a reasonable expectation of reaching the same income level in the current year.

(b) the undersigned is not acquiring the Shares with a view to the distribution thereof or with any present intention of offering or selling the Shares;

(c) the Shares have not been registered under the Securities Act or any state securities laws and the offering and sale of the Shares is intended to be exempt from registration under the Securities Act by virtue of Section 4(2) thereof and the provisions of Regulation D promulgated thereunder, based in part, upon the representations and warranties contained in this Subscription Agreement;

(d) if the undersigned should resell or otherwise transfer any of the Shares after the original issuance of such Shares, he or she will do so only (i) to the Company or any subsidiary thereof, (ii) pursuant to an exemption from registration provided under the Securities Act; provided that such purchaser delivers an opinion of counsel reasonably acceptable to the Company as to the availability of such exemption or (iii) after registration under the Securities Act;

(e) the undersigned will deliver to each person to whom it transfers any of the Shares notice of any restrictions on transfer of such Shares;

(f) until registered under the Securities Act, the Shares will bear a legend as to the restriction on transfer of such Shares;

(g) the undersigned has received copies of such documents, including the Memorandum, and such other information and has been afforded the opportunity to ask such questions of representatives of the Company and receive answers thereto, as he or she has deemed necessary in order to make an informed investment decision with respect to the purchase of the Shares;

(h) the undersigned has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of purchasing the Shares and has the financial capability of assuming the economic risk of an investment in the Shares for an indefinite period of time; and

(i) the undersigned understands that the Company and others will rely upon the truth and accuracy of the foregoing representations, warranties and acknowledgements and agrees that if any of such representations, warranties or acknowledgements made by him or her are no longer accurate, he or she shall promptly notify the Company.

4. Indemnification. The undersigned agrees to indemnify and hold harmless the Company, its officers, directors, employees, agents, and affiliates against all losses, liabilities, claims, damages, and expenses (including, but not limited to, any and all expenses incurred in investigation, preparing, or defending against any litigation commenced or threatened) arising out of any false representation or warranty or breach by the undersigned of any agreement herein or in any other document delivered in connection with this Subscription Agreement.

5. Irrevocability; Binding Effect. The undersigned hereby acknowledges and agrees that the subscription hereunder is irrevocable by the undersigned, except as required by applicable law, and that this Subscription Agreement shall be binding upon and inure to the benefit of the parties and their successors, legal representatives, and permitted assigns.

6. Modification. This Subscription Agreement shall not be modified or waived except by an instrument in writing signed by the party against whom any such modification or waiver is sought.

7. Notices. Any notice or other communication required or permitted to be given hereunder shall be in writing and shall be mailed by certified mail, return receipt requested (a) if to the Company, at the address set forth above, or (b) if to the undersigned, at the address set forth on the signature page hereof (or, in either case, to such other address as the party shall have furnished in writing in accordance with the provisions of this Section 7). Any notice or other communication given by certified mail shall be deemed given at the time of certification thereof, except for a notice changing a party's address which shall be deemed given at the time of receipt thereof. Any notice or other communication given by any means other than certified mail shall be deemed given at the time of receipt thereof.

8. Assignability. This Subscription Agreement and the rights and obligations hereunder are not transferable or assignable by the undersigned.

9. Applicable Law. This Subscription Agreement shall be governed by and construed in accordance with the internal laws of the State of New York as applied to contracts made and performed entirely within the State of New York.

10. Blue Sky Qualification. The undersigned's right to purchase the Shares under this Subscription Agreement is expressly conditioned upon the exemption from qualification of the offer and sale of the Shares from applicable federal and state securities laws. The Company shall not be required to qualify this transaction under the securities laws of any jurisdiction and, should qualification be necessary, the Company shall be released from any and all obligations to maintain its offer, and may rescind any sale contracted in such jurisdiction.

The undersigned is subscribing for the following number of Shares: _______________.

The undersigned's primary residence and contact information is:

Name: ____

Address: ____

____

____

City State Zip Code

Telephone: ( ) ______________________________________

Fax: ( ) ______________________________________

E-mail address: ______________________________________

The undersigned's social security number is: ___________________.

Dated as of this _____ day of ____________________, 2000.

______________________________ ______________________________

Subscriber's Signature Subscriber's Signature

If Shares are to be held in the names of joint owners, each should sign. Persons signing as an attorney, executor, administrator, guardian, trustee, partner, manager, corporate officer, or in any other fiduciary or representative capacity should give full title.

This subscription is accepted by the Company this _____ day of ____________________, 2000.

GoldenEye International, Inc.

By: ______________________________

Name:

Title: